

ASPEN TECHNOLOGY INC /DE/  
Form 3  
August 02, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |         |                                      |  |  |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *      |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Pietri Antonio J                             |         | (Month/Day/Year)                     | ASPEN TECHNOLOGY INC /DE/ [AZPN]                   |  |
| (Last)   | (First) | (Middle)                             | 07/25/2007   |  |
| C/O ASPEN TECHNOLOGY, INC., Â 200 WHEELER ROAD |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                       |         |                                      | (Check all applicable)                             |  |
| BURLINGTON, Â MA Â 01803                       |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)   | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|  |         |                                      | (give title below)                                 | (specify below)  |
|  |         |                                      | EVP, Field Operations                              | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|  |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|  |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 270   | I  | By IRA  |
| Common Stock                    | 1,068   | I  | Held by spouse by IRA                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                                    | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Common Stock Option (Right to Buy) | 11/11/1998       | 09/11/2007      | Common Stock | 469                        | \$ 14.125           | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(1)</u>     | 12/21/2007      | Common Stock | 4,000                      | \$ 14.125           | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(2)</u>     | 09/01/2009      | Common Stock | 4,000                      | \$ 8.5              | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(3)</u>     | 04/10/2011      | Common Stock | 6,000                      | \$ 14.05            | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(4)</u>     | 08/17/2013      | Common Stock | 5,188                      | \$ 2.85             | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(5)</u>     | 10/14/2014      | Common Stock | 18,213                     | \$ 6.57             | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(6)</u>     | 10/14/2014      | Common Stock | 3,781                      | \$ 6.57             | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(7)</u>     | 09/15/2015      | Common Stock | 14,567                     | \$ 5.27             | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(8)</u>     | 09/15/2015      | Common Stock | 16,683                     | \$ 5.27             | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(9)</u>     | 11/17/2016      | Common Stock | 8,640                      | \$ 10.42            | D   | Â |
| Common Stock Option (Right to Buy) | Â <u>(10)</u>    | 11/17/2016      | Common Stock | 11,360                     | \$ 10.42            | D   | Â |
| Restricted Stock Unit              | Â <u>(11)</u>    | 11/17/2013      | Common Stock | 10,000                     | \$ <u>(12)</u>      | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Pietri Antonio J<br>C/O ASPEN TECHNOLOGY, INC.<br>200 WHEELER ROAD<br>BURLINGTON, MA 01803 | Â             | Â         | Â EVP, Field Operations | Â     |

## Signatures

/s/ Frederic G. Hammond,  
Attorney-in-Fact

08/02/2007

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options vested in 16 equal quarterly installments beginning on 3/31/99 and the balance on the last day of each quarter thereafter.
- (2) The options are part of an award of 5,000 options that vested in 16 alternating quarterly installments of 312 and 313 shares, respectively, beginning on 12/31/99 and on the last day of each quarter thereafter.
- (3) The options vested in 8 equal quarterly installments of 375 shares beginning on 9/30/01 and on the last day of each quarter thereafter, and an installment of 3,000 shares on 8/14/03.
- (4) The options vest in 2 equal installments on 6/30/07 and 9/30/07.  
The options are part of an award of 46,219 options that vest in 13 installments of 3,125 shares on 12/31/04, 3/31/05, 6/30/05, 9/30/05, 3/31/06, 6/30/06, 9/30/06, 3/31/07, 6/30/07, 9/30/07, 3/31/08, 6/30/08 and 9/30/08; installments of 1,503 shares on 12/31/05 and 12/31/06; and an installment of 2,588 shares on 12/31/07.
- (5) The options vest in 2 installments of 1,622 shares on 12/31/05 and 12/31/06, and an installment of 537 shares on 12/31/07.
- (6) The options are part of an award of 33,317 options that vest in 10 equal quarterly installments of 3,125 shares beginning on 12/31/05 and on the last day of each quarter thereafter, with the exception of an installment of 2,067 shares on 9/30/08.
- (7) The options vest in 5 installments of 3,125 shares on 3/31/08, 6/30/08, 3/31/09, 6/30/09 and 9/30/09; and an installment of 1,058 shares on 9/30/08.
- (8) The options vest in 6 installments of 1,250 shares on 3/31/09, 6/30/09, 9/30/09, 3/31/2010, 6/30/2010 and 9/30/2010; and an installment of 1,140 shares on 12/31/09.
- (9) The options vest in 9 quarterly installments of 1,250 shares beginning on 12/29/06 and on the last day of each quarter thereafter, and a final installment of 110 shares on 12/31/09.
- (10) The restricted stock unit shall vest as to 25% upon achievement of specified performance goals in the fiscal year ending 6/30/07, and the balance in 12 equal quarterly installments thereafter.
- (11) Each restricted stock unit represents a contingent right to receive 1 share of Aspen Technology, Inc. common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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