

ASPEN TECHNOLOGY INC /DE/  
Form SC 13G/A  
February 13, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Aspen Technology, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

045327103

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 6 Pages

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CUSIP NO. 045327103  
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13G

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Massachusetts Capital Resource Company

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042631251

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

A Massachusetts limited partnership

- |  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. SOLE VOTING POWER<br>175,000   |
|  | 6. SHARED VOTING POWER<br>188,390<br>(includes 13,390 shares beneficially owned by a partner of the reporting person that the reporting person does not purport to beneficially own)      |
|  | 7. SOLE DISPOSITIVE POWER<br>175,000  |
|  | 8. SHARED DISPOSITIVE POWER<br>188,390<br>(includes 13,390 shares beneficially owned by a partner of the reporting person that the reporting person does not purport to beneficially own) |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

188,390  
(includes 13,390 shares beneficially owned by a partner of the reporting person that the reporting person does not purport to beneficially own)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.49%

12. TYPE OF REPORTING PERSON (See Instructions)

PN

Page 2 of 6 Pages

SCHEDULE 13G

Item 1(a) Name of Issuer:  
Aspen Technology, Inc.

1(b) Address of Issuer's Principal Executive Offices:  
Ten Canal Park

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Cambridge, MA 02141

- Item 2(a) Name of Person Filing:  
Massachusetts Capital Resource Company
- 2(b) Address of Principal Business Office or, if none, Residence:  
The Berkeley at 420 Boylston St.  
Boston, MA 02116
- 2(c) Citizenship:  
A Massachusetts limited partnership
- 2(d) Title of Class of Securities:  
Common Stock
- 2(e) CUSIP Number:  
045327103

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b):  
The reporting person is an Investment Adviser registered under  
Section 203 of the Investment Advisers Act of 1940.

Item 4 Ownership:

- 4(a) Amount beneficially owned:  
The reporting person beneficially owns 188,390 shares of Common  
Stock of Aspen Technology, Inc. This figure includes 13,390  
shares of Common Stock beneficially owned, as of December 31,  
2002, by one of the reporting person's partners, Metropolitan  
Life Insurance Company (See Item 8 and Exhibit A). The reporting  
person disclaims beneficial ownership of the shares beneficially  
owned by Metropolitan Life Insurance Company.
- 4(b) Percent of Class:  
0.49%
- 4(c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:  
175,000

Page 3 of 6 Pages

- (ii) Shared power to vote or to direct the vote:  
188,390  
  
(includes 13,390 shares beneficially owned by Metropolitan Life  
Insurance Company that the reporting person does not purport to  
beneficially own.)
- (iii) Sole power to dispose or to direct the disposition of:  
175,000
- (iv) Shared power to dispose or to direct the disposition of:  
188,390  
  
(includes 13,390 shares beneficially owned by Metropolitan Life  
Insurance Company that the reporting person does not purport to  
beneficially own.)

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Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following: |X|

Item 6 Ownership of More than Five Percent on Behalf of Another Person:  
Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:  
Not Applicable.

Item 8 Identification and Classification of Members of the Group:  
This schedule has been filed pursuant to rule 13d-1(b)(1)(ii)(H). Exhibit A hereto sets forth the identity and Item 3 classification of each member of the group.

Item 9 Notice of Dissolution of Group:  
Not Applicable.

Page 4 of 6 Pages

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

MASSACHUSETTS CAPITAL RESOURCE COMPANY

By: /s/ William J. Torpey, Jr.

-----  
Name: William J. Torpey, Jr.  
Title: President

February 12, 2003

Page 5 of 6 Pages

Exhibit A

Massachusetts Capital Resource Company is a limited partnership. Each of its partners is an insurance company as defined in Section 3(a)(19) of the

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Securities Exchange Act of 1934. Its general partners are:

John Hancock Life Insurance Company, a direct wholly-owned  
subsidiary of John Hancock Financial Services, Inc.  
New England Life Insurance Company  
Massachusetts Mutual Life Insurance Company  
First Allmerica Financial Life Insurance Company

Its limited partners are:

Paul Revere Life Insurance Company  
Berkshire Life Insurance Company  
Boston Mutual Life Insurance Company  
Metropolitan Life Insurance Company

Page 6 of 6 Pages