#### ASPEN TECHNOLOGY INC /DE/ Form SC 13D/A December 22, 2006

CUSIP NO. 045327103

Schedule 13D

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

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(a)

(Amendment No. 4)(1)

Aspen Technology, Inc.

\_\_\_\_\_

(Name of issuer)

Common Stock, par value \$0.10

(Title of class of securities)

045327103

(CUSIP number)

Jarlyth H. Gibson, Assistant Compliance Officer 617-951-9493 C/o Advent International Corporation, 75 State Street, 29th Floor Boston, MA 02109

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 20, 2006

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(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box :. [ ]

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 (b) for other parties to whom copies are to be sent.

(Continued on following pages)
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(1) 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 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).

CUSI	P NO. 045327103	S	chedule 13D	Page	2 of 20	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION I	NO. OF	ABOVE PERSON (ENTITIES ONLY)			
2	CHECK THE APPROPRIATE	BOX IF	A MEMBER OF A GROUP*		[X]	
3	SEC USE ONLY					
4	Source of Funds WC					
5	Check if Disclosure of 2(d) or 2 (e)	Legal	Proceedings Is Required Pursuant	to Ite	ems	
6	CITIZENSHIP OR PLACE O	F ORGAN	IZATION			
	Delaware					
	NUMBER OF	7	SOLE VOTING POWER			
	SHARES		31,499,336			
	BENEFICIALLY	8	SHARED VOTING POWER			
			None			
	OWNED BY	9	SOLE DISPOSITIVE POWER			
	EACH REPORTING PERSON		31,499,336			
	WITH	10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE AMOUNT BENEF	ICIALLY	OWNED BY EACH REPORTING PERSON			
	31,499,336					
12	CHECK BOX IF THE AGGRE	GATE AM	OUNT IN ROW (9) EXCLUDES CERTAIN		[]	
13	PERCENT OF CLASS REPRE	SENTED				
	37.05%					
14	TYPE OF REPORTING PERS					
	CO, IA					

CUS	IP NO. 045327103		Schedule 13D	Page 3 of 20				
1	NAME OF REPORTING P		F ABOVE PERSON (ENTITIES ONLY)					
	Advent Internationa	l Limited	d Partnership					
2	CHECK THE APPROPRIA	TE BOX II	F A MEMBER OF A GROUP*	(a) [X] (b) [ ]				
3	SEC USE ONLY							
4	Source of Funds WC	Source of Funds						
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)							
6	CITIZENSHIP OR PLAC	E OF ORG	ANIZATION					
	Delaware							
	NUMBER OF	7	SOLE VOTING POWER					
	SHARES		30,915,611					
	BENEFICIALLY	8	SHARED VOTING POWER					
			None					
	OWNED BY	9	SOLE DISPOSITIVE POWER					
	EACH REPORTING PERSON		30,915,611					
	WITH	10	SHARED DISPOSITIVE POWER					
			None					
11	AGGREGATE AMOUNT BE	 NEFICIALI	LY OWNED BY EACH REPORTING PERSON					
	30,915,611							
12	CHECK BOX IF THE AG	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES []				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	36.61%							
14	TYPE OF REPORTING P	 ERSON*						
	PN							
CUS	IP NO. 045327103		Schedule 13D	Page 4 of 20				
	NAME OF REPORTING P	 ERSON						
-								

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2	CHECK THE APPROPRIAT	E BOX II	F A MEMBER OF A GROUP*	(a) [X] (b) [ ]	
3	SEC USE ONLY				
4	Source of Funds WC				
5	Check if Disclosure or 2 (e)	of Legal	l Proceedings Is Required Pursuant	to Items 2(d)	
6	CITIZENSHIP OR PLACE	OF ORGA	ANIZATION		
	Delaware				
	NUMBER OF	7	SOLE VOTING POWER		
	SHARES		15,397,758		
	BENEFICIALLY	8	SHARED VOTING POWER		
			None		
	OWNED BY	9	SOLE DISPOSITIVE POWER		
	EACH REPORTING PERSON		15,397,758		
	WITH	10	SHARED DISPOSITIVE POWER		
			None		
11	AGGREGATE AMOUNT BEN	EFICIAL	LY OWNED BY EACH REPORTING PERSON		
	15,397,758				
12	CHECK BOX IF THE AGG	REGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES []	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	22.34%		. , , ,		
 14		 RSON*			
	PN				
CUSI	IP NO. 045327103		Schedule 13D	Page 5 of 20	
1	NAME OF REPORTING PE		F ABOVE PERSON (ENTITIES ONLY)		
	Global Private Equit	y III L	imited Partnership		
2	CUECK THE ADDRODDIAT	E BOX TE	F A MEMBER OF A GROUP*	(a) [X]	

				] (a)	]
3	SEC USE ONLY				
4	Source of Funds WC				
5	Check if Disclosure of Items 2(d) or 2 (e)	of Legai	l Proceedings Is Required Pursuant	; to	
6	CITIZENSHIP OR PLACE	OF ORG	ANIZATION		
	Delaware				
	NUMBER OF SHARES	7	SOLE VOTING POWER		
			4,409,908 		
	BENEFICIALLY	8	SHARED VOTING POWER		
			None		
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER		
	REPORTING PERSON		4,409,908		
	WITH	10	SHARED DISPOSITIVE POWER		
			None		
11	AGGREGATE AMOUNT BENE	EFICIAL	LY OWNED BY EACH REPORTING PERSON		
	4,409,908				
12	CHECK BOX IF THE AGG	REGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN	I SHARES	[ ]
13	PERCENT OF CLASS REPR	RESENTEI	D BY AMOUNT IN ROW (9)		
	7.61%				
14	TYPE OF REPORTING PERSON*				
	PN				
CUSI	TP NO. 045327103		Schedule 13D	Page 6 o:	f 20
1	NAME OF REPORTING PER		F ABOVE PERSON (ENTITIES ONLY)		
	Advent Partners GPE-	[V Limit	ted Partnership		
2	CHECK THE APPROPRIATE	E BOX II	F A MEMBER OF A GROUP*	(a) [X] (b) [	
3	SEC USE ONLY				
4	Source of Funds				

5	Check if Disclosure	of Legal	l Proceedings Is Required Pursuant	t to		
	Items 2(d) or 2 (e)					
6	CITIZENSHIP OR PLACE	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Bermuda					
	NUMBER OF SHARES	7	SOLE VOTING POWER			
	01111120		194,890			
	BENEFICIALLY	8	SHARED VOTING POWER			
			None			
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER			
	REPORTING PERSON		194,890			
	WITH	10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE AMOUNT BEN	EFICIALI	LY OWNED BY EACH REPORTING PERSON			
	194,890					
 12		REGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN	N SHARES [ ]		
12		REGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN	N SHARES [ ]		
	CHECK BOX IF THE AGG		AMOUNT IN ROW (9) EXCLUDES CERTAIN  BY AMOUNT IN ROW (9)	N SHARES [ ]		
	CHECK BOX IF THE AGG			N SHARES [ ]		
 13	CHECK BOX IF THE AGG	RESENTEI		N SHARES [ ]		
12  13 	CHECK BOX IF THE AGG PERCENT OF CLASS REP	RESENTEI		N SHARES [ ]		
 13	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE	RESENTEI		N SHARES [ ]		
 13	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE	RESENTEI		N SHARES [ ]		
13  14	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE	RESENTEI				
	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE  PN  IP NO. 045327103	RESENTEI	D BY AMOUNT IN ROW (9)	Page 7 of 2		
	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE  PN  IP NO. 045327103  NAME OF REPORTING PE	RESENTEI RESON*	D BY AMOUNT IN ROW (9)  Schedule 13D	Page 7 of 2		
13  14	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE  PN  IP NO. 045327103  NAME OF REPORTING PE	RESENTEI  RESON*  RSON  RSON  RNO. OF	Schedule 13D  F ABOVE PERSON (ENTITIES ONLY)	Page 7 of 2		
	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE  PN  IP NO. 045327103  NAME OF REPORTING PE I.R.S. IDENTIFICATIO  Advent PGGM Global  CHECK THE APPROPRIAT	ERSON*  CRSON  C	Schedule 13D  F ABOVE PERSON (ENTITIES ONLY)  Partnership  F A MEMBER OF A GROUP*	Page 7 of 2		
CUS	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE  PN  IP NO. 045327103  NAME OF REPORTING PE I.R.S. IDENTIFICATIO  Advent PGGM Global  CHECK THE APPROPRIAT	CRSON*  CRSON  C	Schedule 13D  F ABOVE PERSON (ENTITIES ONLY)  Partnership  F A MEMBER OF A GROUP*	Page 7 of 2  (a) [X] (b) []		
CUS113	CHECK BOX IF THE AGG  PERCENT OF CLASS REP  0.36%  TYPE OF REPORTING PE  PN  IP NO. 045327103  NAME OF REPORTING PE I.R.S. IDENTIFICATIO  Advent PGGM Global  CHECK THE APPROPRIAT	CRSON*  CRSON  C	Schedule 13D  F ABOVE PERSON (ENTITIES ONLY)  Partnership  F A MEMBER OF A GROUP*	Page 7 of 2		

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware			
	NUMBER OF SHARES	7	SOLE VOTING POWER	
			440,969	
	BENEFICIALLY	8	SHARED VOTING POWER	
			None	
	OWNED BY	9	SOLE DISPOSITIVE POWER	
	EACH REPORTING PERSON		440,969	
	WITH	10	SHARED DISPOSITIVE POWER	
			None	
11	AGGREGATE AMOUNT BEN	EFICIALI	LY OWNED BY EACH REPORTING PERSON	
	440,969			
12	CHECK BOX IF THE AGG	GREGATE <i>F</i>	AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES []
13	PERCENT OF CLASS REF	RESENTE	BY AMOUNT IN ROW (9)	
	0.82%			
14	TYPE OF REPORTING PE			
	PN			
CUS	IP NO. 045327103		Schedule 13D	Page 8 of 20
1				
Т	NAME OF REPORTING PE		ABOVE PERSON (ENTITIES ONLY)	
T	I.R.S. IDENTIFICATION	NO. OF	7 ABOVE PERSON (ENTITIES ONLY)	
	I.R.S. IDENTIFICATION Advent Partners GPE	ON NO. OF	nited Partnership	
 2	I.R.S. IDENTIFICATION Advent Partners GPE	ON NO. OF		(a) [X] (b) [ ]
	I.R.S. IDENTIFICATION Advent Partners GPE	ON NO. OF	nited Partnership	
 2	I.R.S. IDENTIFICATION  Advent Partners GPE  CHECK THE APPROPRIATE  SEC USE ONLY  Source of Funds  WC	ON NO. OF	nited Partnership  F A MEMBER OF A GROUP*	
2 3	I.R.S. IDENTIFICATION  Advent Partners GPE  CHECK THE APPROPRIATE  SEC USE ONLY  Source of Funds  WC	ON NO. OF	nited Partnership	(d) [ ]
2 3 4	I.R.S. IDENTIFICATION  Advent Partners GPE  CHECK THE APPROPRIATE  SEC USE ONLY  Source of Funds  WC  Check if Disclosure	ON NO. OF	nited Partnership  F A MEMBER OF A GROUP*  L Proceedings Is Required Pursuant	(d) []
2 2 3 3  4	Advent Partners GPE CHECK THE APPROPRIATE SEC USE ONLY Source of Funds WC Check if Disclosure Items 2(d) or 2 (e)	ON NO. OF	nited Partnership  F A MEMBER OF A GROUP*  L Proceedings Is Required Pursuant	(d) [ ]

SHARES 37,760 \_\_\_\_\_ BENEFICIALLY 8 SHARED VOTING POWER None \_\_\_\_\_ OWNED BY 9 SOLE DISPOSITIVE POWER EACH REPORTING PERSON 37,760 WITH 10 SHARED DISPOSITIVE POWER None 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.07% \_\_\_\_\_\_ 14 TYPE OF REPORTING PERSON\* PN \_\_\_\_\_\_ CUSIP NO. 045327103 Schedule 13D Page 9 of 20 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Advent Partners (NA) GPE-III Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X] (b) [ ] SEC USE ONLY Source of Funds \_\_\_\_\_\_ Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) \_\_\_\_\_\_ 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware \_\_\_\_\_\_ NUMBER OF 7 SOLE VOTING POWER SHARES 11,223 \_\_\_\_\_ BENEFICIALLY 8 SHARED VOTING POWER

			None				
		9	SOLE DISPOSITIVE POWER				
	EACH REPORTING PERSON		11,223				
	WITH	10	SHARED DISPOSITIVE POWER				
			None				
11	AGGREGATE AMOUNT BENEF	 ICIALLY	OWNED BY EACH REPORTING PERSON				
	11,223						
12	CHECK BOX IF THE AGGRE	GATE AM	OUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	[ ]		
13	PERCENT OF CLASS REPRES	SENTED	BY AMOUNT IN ROW (9)				
	0.02%						
14	TYPE OF REPORTING PERSO	 ON*					
	PN						
CUSI	P NO. 045327103	S	chedule 13D	Page 10	) of 20		
1	NAME OF REPORTING PERSO		ABOVE PERSON (ENTITIES ONLY)				
	Digital Media & Commun	nicatio	ns III Limited Partnership				
2	CHECK THE APPROPRIATE I	BOX IF	A MEMBER OF A GROUP*		[X]		
3	SEC USE ONLY						
4	Source of Funds WC						
5	Check if Disclosure of Items 2(d) or 2 (e)	Legal	Proceedings Is Required Pursuant	to			
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware						
	NUMBER OF	7	SOLE VOTING POWER				
	SHARES		2,036,076				
	BENEFICIALLY	8	SHARED VOTING POWER				
			None				
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER				
	REPORTING PERSON		2,036,076				

	WITH			
	WIII	10	SHARED DISPOSITIVE POWER	
			None	
11	AGGREGATE AMOUNT BEN	EFICIALI	LY OWNED BY EACH REPORTING PERSON	
	2,036,076			
12	CHECK BOX IF THE AGG	REGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN	
13	PERCENT OF CLASS REP	RESENTE	D BY AMOUNT IN ROW (9)	
	3.66%			
14	TYPE OF REPORTING PE	RSON*		
	PN			
CUSI	P NO. 045327103		Schedule 13D	Page 11 of 20
1	NAME OF REPORTING PE		F ABOVE PERSON (ENTITIES ONLY)	
	Digital Media & Com	municati	ions III-A Limited Partnership	
2	CHECK THE APPROPRIAT	E BOX II	F A MEMBER OF A GROUP*	(a) [X] (b) [ ]
3	SEC USE ONLY			
4	Source of Funds WC			
5	Check if Disclosure Items 2(d) or 2 (e)	of Legal	l Proceedings Is Required Pursuant	to
6	CITIZENSHIP OR PLACE	OF ORG	ANIZATION	
	Delaware			
	NUMBER OF	7	SOLE VOTING POWER	
	SHARES		1,008,020	
	BENEFICIALLY	8	SHARED VOTING POWER	
			None	
	OWNED BY	 9	SOLE DISPOSITIVE POWER	
	EACH REPORTING PERSON	-	1,008,020	
	WITH	 1 0	SHARED DISPOSITIVE POWER	
		±0		
			None	

11	AGGREGATE AMOUNT BENI	EFICIALLY	OWNED BY EACH REPORTING PERSON		
	1,008,020				
12	CHECK BOX IF THE AGGI	REGATE AM	MOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES [	]
13	PERCENT OF CLASS REP	RESENTED	BY AMOUNT IN ROW (9)		
	1.85%				
14	TYPE OF REPORTING PE	RSON*			
	PN				
CUS	IP NO. 045327103		Schedule 13D	Page 12 of	20
1	NAME OF REPORTING PEI		ABOVE PERSON (ENTITIES ONLY)		
	Digital Media & Comm	municatio	ons III-B Limited Partnership		
2	CHECK THE APPROPRIATI	E BOX IF	A MEMBER OF A GROUP*	(a) [X] (b) [ ]	
	SEC USE ONLY				
	Source of Funds WC				
5	Check if Disclosure of 2 (e)	of Legal	Proceedings Is Required Pursuant	to Items 2	 (d)
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
	NUMBER OF	7	SOLE VOTING POWER		
	SHARES		251,952		
	BENEFICIALLY	8	SHARED VOTING POWER		
			None		
	OWNED BY	9	SOLE DISPOSITIVE POWER		
	EACH REPORTING PERSON		251,952		
	WITH	10	SHARED DISPOSITIVE POWER		
			None		
11	AGGREGATE AMOUNT BENI	EFICIALLY	OWNED BY EACH REPORTING PERSON		
	251,952				
	251 <b>,</b> 952			_	

13	PERCENT OF CLASS RE	PRESENTE	D BY AMOUNT IN ROW (9)	
	0.47%			
14	TYPE OF REPORTING P	ERSON*		
	PN			
CUS	IP NO. 045327103		Schedule 13D	Page 13 of 20
1	NAME OF REPORTING PE		ABOVE PERSON (ENTITIES ONLY)	
	Digital Media & Comm	unication	ns III-C Limited Partnership	
2	CHECK THE APPROPRIATE	E BOX IF	A MEMBER OF A GROUP*	(a) [X] (b) [ ]
3	SEC USE ONLY			
4	Source of Funds WC			
5	Check if Disclosure ( Items 2(d) or 2 (e)	of Legal	Proceedings Is Required Pursuar	nt to
6	CITIZENSHIP OR PLACE	OF ORGA	NIZATION	
	Delaware			
	NUMBER OF SHARES	7	SOLE VOTING POWER	
			4,031,978 	
	BENEFICIALLY	8	SHARED VOTING POWER	
			None	
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER	
	REPORTING PERSON WITH		4,031,978	
	WIIH	10	SHARED DISPOSITIVE POWER	
			None	
11	AGGREGATE AMOUNT BEN	EFICIALLY	Y OWNED BY EACH REPORTING PERSON	л
	4,031,978			
12	CHECK BOX IF THE AGG	REGATE AN	MOUNT IN ROW (9) EXCLUDES CERTA	IN SHARES [ ]
13	PERCENT OF CLASS REP		BY AMOUNT IN ROW (9)	
	7.01%			

14	TYPE OF REPORTING PERS	SON*				
	PN					
				·		
CUS	SIP NO. 045327103		Schedule 13D	Page 14 of 20		
1	NAME OF REPORTING PERIOR.S. IDENTIFICATION		F ABOVE PERSON (ENTITIES ONLY)			
	Digital Media & Comm	nunicat	ions III-D C.V.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [ ]					
3	SEC USE ONLY			,		
4	Source of Funds WC					
5	Check if Disclosure o	of Lega	l Proceedings Is Required Pursu	ant to Items 2(d)		
6	CITIZENSHIP OR PLACE	OF ORG	ANIZATION			
	Netherlands					
	NUMBER OF SHARES	7	SOLE VOTING POWER			
			755 <b>,</b> 963			
	BENEFICIALLY	8	SHARED VOTING POWER			
			None			
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER			
	REPORTING PERSON		755,963			
	WITH	10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE AMOUNT BENE		LY OWNED BY EACH REPORTING PERS			
	755,963					
12	CHECK BOX IF THE AGGE		AMOUNT IN ROW (9) EXCLUDES CERT			
13	PERCENT OF CLASS REPR	RESENTE	D BY AMOUNT IN ROW (9)			
	1.39%					
14	TYPE OF REPORTING PER					
	PN					

1	NAME OF REPORTING PEI		ABOVE PERSON (ENTITIES ONL	Y)		
	Digital Media & Comm	municatio	ons III-E C.V.			
2	CHECK THE APPROPRIATI	E BOX IF	A MEMBER OF A GROUP*		[ ]	
3	SEC USE ONLY					
4	Source of Funds WC					
5	Check if Disclosure (2(d) or 2 (e)	of Legal	Proceedings Is Required Pu	rsuant	to Items	
6	CITIZENSHIP OR PLACE	OF ORGAN	JIZATION			
	Netherlands					
	NUMBER OF	7	SOLE VOTING POWER			
	SHARES		504,010			
	BENEFICIALLY	8	SHARED VOTING POWER			
			None			
	OWNED BY	9	SOLE DISPOSITIVE POWER			
	EACH REPORTING PERSON		504,010			
	WITH	10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE AMOUNT BENI	EFICIALLY	OWNED BY EACH REPORTING P	ERSON		
	504,010					
12	CHECK BOX IF THE AGGI	REGATE AN	MOUNT IN ROW (9) EXCLUDES C	ERTAIN	SHARES [ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.93%					
14	TYPE OF REPORTING PE	RSON*				
	PN					

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent Partners DMC III Limited Partnership						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [ ]						
3	SEC USE ONLY						
4	Source of Funds WC						
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)						
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware						
	NUMBER OF SHARES	7	SOLE VOTING POWER				
			116,850				
	BENEFICIALLY	8	SHARED VOTING POWER				
			None				
	OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER				
			116,850				
		10	SHARED DISPOSITIVE POWER				
			None				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	116,850						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.22%						
14	TYPE OF REPORTING PERSON*						
	PN						
CUSI	P NO. 045327103		Schedule 13D	Page 17 of 20			
1	NAME OF REPORTING PERS		ABOVE PERSON (ENTITIES ONLY)				
	Advent Energy II Limited Partnership						

2	CHECK THE APPROPRIATE	BOX IF	F A MEMBER OF A GROUP*	(a) [X (b) [		
3	SEC USE ONLY					
4	Source of Funds WC					
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware					
	NUMBER OF SHARES	7	SOLE VOTING POWER			
			2,078,977			
	BENEFICIALLY	8	SHARED VOTING POWER			
			None			
	OWNED BY	9	SOLE DISPOSITIVE POWER			
	EACH REPORTING PERSON		2,078,977			
	WITH	10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,078,977					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	3.74%					
14	TYPE OF REPORTING PERSON*					
	PN					
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COSI	.P NO. 04332/103		Schedule 13D	rage	e 18 c	)1 20
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Advent Partners II Limited Partnership					
2	CHECK THE APPROPRIATE	BOX IF	F A MEMBER OF A GROUP*		[X]	
3	SEC USE ONLY					

4	Source of Funds WC				
5	Check if Disclosure of or 2 (e)	of Legal	Proceedings Is Required Pursuant to Items 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
	NUMBER OF SHARES	7	SOLE VOTING POWER		
			223,002		
	BENEFICIALLY	8	SHARED VOTING POWER		
			None		
	OWNED BY EACH REPORTING PERSON WITH	9			
			223,002		
		10	SHARED DISPOSITIVE POWER		
			None		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	223,002				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.41%				
14	TYPE OF REPORTING PERSON*				
	PN				

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Item 1. Security and Issuer

This statement on Amendment No. 4 to Schedule 13D ("Amendment No. 4") relates to the Reporting Persons' beneficial ownership interest in the Common Stock, par value \$0.10 per share, of Aspen Technology, Inc., a Delaware corporation (the "Corporation"). The address of the principal executive office of the Corporation is Ten Canal Park, Cambridge, MA 02141. This Amendment No. 4 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on August 22, 2003, as amended by Amendment No. 1 thereto filed with the Commission on June 6, 2006, Amendment No. 2 thereto filed with the Commission on July 26, 2006 and Amendment No. 3 thereto filed with the Commission on December 15, 2006 (as so amended, the "Schedule 13D"). This Amendment No. 4 is being filed by the Reporting Persons to amend Item 5. Terms defined in the Schedule 13D are used herein as so defined.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended by adding the following at the end of paragraph (c) thereof:

On December 20, 2006, the Reporting Persons converted an aggregate of 270,300 shares of Series D-1 Convertible Preferred Stock ("Series D-1") into 27,030,000 shares of Common Stock at a conversion rate equal to the Series D-1 per share stated value of \$333.00 divided by the Series D-1 per share conversion price of \$3.33.

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Schedule 13D

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#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,  ${\tt I}$  certify that the information set forth in this statement is true, complete and correct.

December 22, 2006

Global Private Equity IV Limited Partnership

Global Private Equity III Limited Partnership

Advent PGGM Global Limited Partnership

Digital Media & Communications III Limited Partnership

Digital Media & Communications III-A Limited Partnership

Digital Media & Communications III-B Limited Partnership

Digital Media & Communications III-C Limited Partnership

Digital Media & Communications III-D C.V.

Digital Media & Communications III-E C.V.

Advent Energy II Limited Partnership

By: Advent International Limited Partnership,

General Partner

By: Advent International Corporation,

General Partner

By: Jarlyth H. Gibson, Assistant Compliance Officer\*

Advent International Limited Partnership Advent Partners II Limited Partnership Advent Partners GPE-IV Limited Partnership Advent Partners GPE-III Limited Partnership Advent Partners (NA) GPE-III Limited Partnership Advent Partners DMC-III Limited Partnership

By: Advent International Corporation,

General Partner

By: Jarlyth H. Gibson, Assistant Compliance Officer \*

ADVENT INTERNATIONAL CORPORATION

By: Jarlyth H. Gibson, Assistant Compliance Officer \*

\*For all of the above:

/s/ Jarlyth H. Gibson

Jarlyth H. Gibson, Assistant Compliance Officer