

AUTODESK INC
Form 4
October 25, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
BARTZ CAROL

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTODESK INC [ADSK]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/24/2007 | | M | V Amount (A) or (D) Price \$ 7.365 | 1,200,767 ⁽³⁾ | D | |
| Common Stock | 10/24/2007 | | M | V Amount (A) or (D) Price \$ 30.15 | 1,250,767 ⁽³⁾ | D | |
| Common Stock | 10/24/2007 | | S ⁽¹⁾ | V Amount (A) or (D) Price \$ 47.03 | 1,250,511 ⁽³⁾ | D | |
| Common Stock | 10/24/2007 | | S ⁽¹⁾ | V Amount (A) or (D) Price \$ 47.01 | 1,250,411 ⁽³⁾ | D | |
| Common Stock | 10/24/2007 | | S ⁽¹⁾ | V Amount (A) or (D) Price \$ 46.98 | 1,250,211 ⁽³⁾ | D | |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|----------|----------------------|---|
| Common Stock | 10/24/2007 | <u>S(1)</u> | 300 | D | \$ 46.97 | 1,249,911 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 300 | D | \$ 46.94 | 1,249,611 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 1,000 | D | \$ 46.93 | 1,248,611 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 200 | D | \$ 46.92 | 1,248,411 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 810 | D | \$ 46.91 | 1,247,601 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 1,100 | D | \$ 46.9 | 1,246,501 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 691 | D | \$ 46.89 | 1,245,810 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 100 | D | \$ 46.88 | 1,245,710 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 900 | D | \$ 46.87 | 1,244,810 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 500 | D | \$ 46.86 | 1,244,310 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 36 | D | \$ 46.85 | 1,244,274 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 700 | D | \$ 46.84 | 1,243,574 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 1,000 | D | \$ 46.83 | 1,242,574 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 2,000 | D | \$ 46.81 | 1,240,574 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 28,790 | D | \$ 46.8 | 1,211,784 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 2,800 | D | \$ 46.79 | 1,208,984 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 200 | D | \$ 46.78 | 1,208,784 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 1,400 | D | \$ 46.77 | 1,207,384 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 2,405 | D | \$ 46.76 | 1,204,979 <u>(3)</u> | D |
| Common Stock | 10/24/2007 | <u>S(1)</u> | 2,708 | D | \$ 46.75 | 1,202,271 <u>(3)</u> | D |
| | 10/24/2007 | <u>S(1)</u> | 1,000 | D | | 1,201,271 <u>(3)</u> | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|--|----------|--------------------------|---|
| Common Stock | | | | | | \$ 46.74 | | |
| Common Stock | 10/24/2007 | S ⁽¹⁾ | 2,210 | D | | \$ 46.73 | 1,199,061 ⁽³⁾ | D |
| Common Stock | 10/24/2007 | S ⁽¹⁾ | 2,385 | D | | \$ 46.72 | 1,196,676 ⁽³⁾ | D |
| Common Stock | 10/24/2007 | S ⁽¹⁾ | 1,500 | D | | \$ 46.71 | 1,195,176 ⁽³⁾ | D |
| Common Stock | 10/24/2007 | S ⁽¹⁾ | 2,975 | D | | \$ 46.7 | 1,192,201 ⁽³⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 7.365 | 10/24/2007 | | M | 150,000 | 03/13/2007 ⁽⁵⁾ | 03/13/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 30.15 | 10/24/2007 | | M | 50,000 | 03/10/2006 ⁽²⁾ | 03/10/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARTZ CAROL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903 | X | | Executive Chairman | |

Signatures

Nancy R. Thiel, Attorney-in-Fact for Carol
Bartz

10/25/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2007.
- (2) The option vests over a 4-year period beginning on 03/10/2005 at the rate of 125,000 shares on each of the first, second and third anniversaries, and 121,684 shares on the fourth anniversary.
- (3) Includes shares acquired in September 2007 pursuant to the Issuer's Employee Stock Purchase Plan.
- (4) On Form 4 dated 9/18/2007, the Number of Derivative Securities Beneficially Owned Following Reported Transaction for this Option Grant was incorrectly reported as 0. The correct number should have been 236,420.
- (5) The option vests over a 4-year period beginning on 03/13/2003 at the rate of 100,000 shares on each of the first and second anniversaries, 99,996 shares on the third anniversary and 86,424 shares on the fourth anniversary.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 10/25/2007 for Ms. Bartz, the additional line

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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