

ROBEL CHARLES J  
Form 4  
December 28, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ROBEL CHARLES J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
111 MCINNIS PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/26/2012

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

SAN RAFAEL, CA 94903

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 12/26/2012                           |  | M                              |   | 20,000  | A  | \$ 22.4   |
| Common Stock                    | 12/26/2012                           |  | M                              |   | 20,000  | A  | \$ 27.4   |
| Common Stock                    | 12/26/2012                           |  | S                              |   | 40,000  | D  | \$ 35.6832  |
|                                 |                                      |  |                                |   |   |  | (3)   |

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

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SEC 1474  
(9-02)

number.

**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)  | \$ 22.4  | 12/26/2012                           |  | M                              | 20,000  | 06/10/2010 <sup>(1)</sup>                                | 06/11/2015  | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 27.4  | 12/26/2012                           |  | M                              | 20,000  | 06/16/2011 <sup>(2)</sup>                                | 06/10/2017  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ROBEL CHARLES J<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 |               | X         |         |       |

## Signatures

Nancy R. Thiel, Attorney-in-Fact for Charles J. Robel

12/28/2012

\*\*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) These options were granted on 06/11/2009 pursuant to the Issuer's Directors' Option Plan, and are fully vested and exercisable.

(2) These options were granted on 06/10/2010 pursuant to the Issuer's Directors' Option Plan, and are fully vested and exercisable.

(3) All trades occurred within the following one dollar price range: \$35.33 through \$35.91. The reported price is the weighted average for trades within this range.

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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