

AUTODESK INC

Form 4

May 25, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHEID STEVEN

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL 94903

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2005

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)

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/24/2005		M		23,600	A	\$ 7.3	31,752 ⁽³⁾	D
Common Stock	05/24/2005		M		9,400	A	\$ 8.424	41,152 ⁽³⁾	D
Common Stock	05/24/2005		S		1,600	D	\$ 36.46	39,552 ⁽³⁾	D
Common Stock	05/24/2005		S		13,000	D	\$ 36.4225	26,552 ⁽³⁾	D
Common Stock	05/24/2005		S		9,000	D	\$ 36.43	17,552 ⁽³⁾	D
	05/24/2005		S		9,400	D	\$ 36.46	8,152 ⁽³⁾	D

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Common
Stock

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 Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 7.3	05/24/2005		M	23,600	12/12/2004 ⁽¹⁾ 12/12/2012	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 8.424	05/24/2005		M	9,400	06/17/2004 ⁽²⁾ 06/19/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHEID STEVEN 111 MCINNIS PARKWAY SAN RAFAEL 94903	X

Signatures

Nancy R. Thiel, Attorney-in-fact for Steven Scheid 05/25/2005

__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)

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The option vests over a 3-year period beginning on 12/12/2002 at the rate of 27,200 shares on the first anniversary and 26,400 shares each on the second and third anniversaries.

(2) Options shall vest and become exercisable on 6/17/2004.

(3) The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.

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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