AUTODESK INC Form 4 July 05, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **BARTZ CAROL**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

AUTODESK INC [ADSK]

(Check all applicable)

111 MCINNIS PARKWAY

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

06/30/2006

_X__ Director 10% Owner X_ Officer (give title Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

below) **Executive Chairman**

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

SAN RAFAEL, CA 94903

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit poor Dispos (Instr. 3,	sed of	` ′	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	06/30/2006		M	50,000	` ′	\$ 8.1407	1,077,222	D	
Common Stock	06/30/2006		S <u>(1)</u>	10,000	D	\$ 34.7995	1,067,222	D	
Common Stock	06/30/2006		S <u>(1)</u>	10,000	D	\$ 34.6013	1,057,222	D	
Common Stock	06/30/2006		S <u>(1)</u>	10,000	D	\$ 34.649	1,047,222	D	
Common Stock	06/30/2006		S <u>(1)</u>	10,000	D	\$ 34.733	1,037,222	D	

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Common Stock 06/30/2006 $S_{\underline{(1)}}$ 10,000 D $\begin{array}{c} \$ \\ 34.6535 \end{array}$ 1,027,222 D

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

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SEC 1474

(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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and An Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title [
Non-Qualified Stock Option (right to buy)	\$ 8.1407	06/30/2006		M	50,000	03/20/2005(2)	03/20/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARTZ CAROL	37						
111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		Executive Chairman				

Signatures

Nancy R. Thiel, Attorney-in-fact for Carol Bartz 07/05/2006

**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 May 31, 2005.
- (2) The option vests over a 4-year period beginning on 03/20/2001 at the rate of 175,000 shares on each of the first, second and third anniversaries, and 162,716 shares on the fourth anniversary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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