

AUTODESK INC  
Form 3  
March 30, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Hanspal Amarpreet                       |         | (Month/Day/Year)                     | AUTODESK INC [ADSK]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 03/22/2007                           |  |  |
| 111 MCINNIS PARKWAY                       |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| SAN RAFAEL,Â CAÂ 94903                    |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)   |  |
|   |         |                                      | Sr. VP, PG&P   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 0   | D  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|   |                           |            |              | Shares |           | (I)<br>(Instr. 5) |   |
|---|---------------------------|------------|--------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | 08/13/2003 <sup>(1)</sup> | 08/13/2012 | Common Stock | 3,300  | \$ 5.45   | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 05/23/2004 <sup>(2)</sup> | 05/23/2013 | Common Stock | 3,960  | \$ 7.425  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 02/09/2005 <sup>(3)</sup> | 02/09/2014 | Common Stock | 7,920  | \$ 13.405 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 09/15/2005 <sup>(4)</sup> | 09/15/2014 | Common Stock | 40,000 | \$ 23.625 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 02/10/2006 <sup>(5)</sup> | 02/10/2012 | Common Stock | 20,000 | \$ 29.37  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/09/2007 <sup>(6)</sup> | 03/09/2012 | Common Stock | 16,500 | \$ 38     | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| Hanspal Amarpreet<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 | Â             | Â         | Â Sr. VP, PG&P | Â     |

## Signatures

Nancy R. Thiel, Attorney-in-fact for Amarpreet  
Hanspal 03/30/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 option vests over a 3-year period beginning on 08/13/2002 at the rate of 3,400 shares on the first anniversary and 3,300 shares on each of the second and third anniversaries.
- (2) The option vests over a 3-year period beginning on 05/23/2003 at the rate of 4,080 shares on the first anniversary and 3,960 shares on each of the second and third anniversaries.
- (3) The option vests over a 3-year period beginning on 02/09/2004 at the rate of 4,080 shares on the first anniversary and 3,960 shares on each of the second and third anniversaries.
- (4) The option vests over a 3-year period beginning on 09/15/2004 at the rate of 13,600 shares on the first anniversary and 13,200 shares on each of the second and third anniversaries.
- (5) The option vests in four equal annual installments of 5,000 shares beginning on 02/10/2005.
- (6) The option vests in four equal annual installments of 4,125 shares beginning on 03/09/2006.

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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