

AUTODESK INC  
 Form 3  
 April 02, 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 and Ticker or Trading Symbol	
Â Chin Moonhie		(Month/Day/Year)	AUTODESK INC [ADSK]	
(Last)	(First)	(Middle)	03/22/2007	
111 MCINNIS PARKWAY		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
SAN RAFAEL,Â CAÂ 94903		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Sr. VP, SP&O	

**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	13,979	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) (Instr. 5)	
Incentive Stock Option (right to buy)	12/17/1999 <sup>(1)</sup>	12/17/2008	Common Stock	10,352	\$ 9.6563	D	Â
Non-Qualified Stock Option (right to buy)	12/17/1999 <sup>(2)</sup>	12/17/2008	Common Stock	19,296	\$ 9.6563	D	Â
Incentive Stock Option (right to buy)	03/20/2002 <sup>(3)</sup>	03/20/2011	Common Stock	10,000	\$ 8.1407	D	Â
Incentive Stock Option (right to buy)	09/20/2002 <sup>(4)</sup>	09/20/2011	Common Stock	2,360	\$ 7.875	D	Â
Non-Qualified Stock Option (right to buy)	09/02/2002 <sup>(5)</sup>	09/20/2011	Common Stock	7,640	\$ 7.875	D	Â
Incentive Stock Option (right to buy)	03/08/2003 <sup>(6)</sup>	03/08/2012	Common Stock	9,088	\$ 11	D	Â
Non-Qualified Stock Option (right to buy)	03/08/2003 <sup>(7)</sup>	03/08/2012	Common Stock	10,912	\$ 11	D	Â
Incentive Stock Option (right to buy)	09/26/2003 <sup>(8)</sup>	09/26/2012	Common Stock	4	\$ 6.36	D	Â
Non-Qualified Stock Option (right to buy)	09/26/2003 <sup>(9)</sup>	09/26/2012	Common Stock	14,996	\$ 6.36	D	Â
Incentive Stock Option (right to buy)	03/13/2004 <sup>(10)</sup>	03/13/2013	Common Stock	5,000	\$ 7.365	D	Â
Non-Qualified Stock Option (right to buy)	03/13/2004 <sup>(11)</sup>	03/13/2013	Common Stock	5,000	\$ 7.365	D	Â
Incentive Stock Option (right to buy)	09/25/2004 <sup>(12)</sup>	09/25/2013	Common Stock	7,240	\$ 8.725	D	Â
Non-Qualified Stock Option (right to buy)	09/25/2004 <sup>(13)</sup>	09/25/2013	Common Stock	22,760	\$ 8.725	D	Â
Incentive Stock Option (right to buy)	03/18/2005 <sup>(14)</sup>	03/18/2014	Common Stock	6,944	\$ 14.4	D	Â
Non-Qualified Stock Option (right to buy)	03/18/2005 <sup>(15)</sup>	03/18/2014	Common Stock	53,056	\$ 14.4	D	Â
Non-Qualified Stock Option (right to buy)	02/10/2006 <sup>(16)</sup>	02/10/2012	Common Stock	35,000	\$ 29.37	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2007 <sup>(17)</sup>	03/09/2012	Common Stock	25,000	\$ 38	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Chin Moonhie  
 111 MCINNIS PARKWAY      Â      Â      Â Sr. VP, SP&O      Â  
 SAN RAFAEL,Â CAÂ 94903

## Signatures

Nancy R. Thiel, Attorney-in-fact  
 Moonhie Chin      04/02/2007

    \*\*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 5-year period beginning on 12/17/1998 at the rate of 0 shares on the first anniversary, 4,088 shares on the second anniversary and 10,352 shares on each of the third, fourth and fifth anniversaries.
- (2) The option vests over a 5-year period beginning on 12/17/1998 at the rate of 20,000 shares on the first anniversary, 35,912 shares on the second anniversary and 29,648 shares on each of the third, fourth and fifth anniversaries.
- (3) The option vests over a 4-year period beginning on 03/20/2001 at the rate of 0 shares on each of the first, second and third anniversaries, and 10,000 shares on the fourth anniversary.
- (4) The option vests over a 4-year period beginning on 09/20/2001 at the rate of 0 shares on each of the first, second and third anniversaries, and 2,360 shares on the fourth anniversary.
- (5) The option vests over a 4-year period beginning on 09/20/2001 at the rate of 10,000 shares on each of the first, second and third anniversaries, and 7,640 shares on the fourth anniversary.
- (6) The option vests over a 4-year period beginning on 03/08/2002 at the rate of 0 shares on each of the first, second and third anniversaries, and 9,088 shares on the fourth anniversary.
- (7) The option vests over a 4-year period beginning on 03/08/2002 at the rate of 10,000 shares on each of the first, second and third anniversaries, and 912 shares on the fourth anniversary.
- (8) The option vests over a 4-year period beginning on 09/26/2002 at the rate of 0 shares on each of the first, second and third anniversaries, and 4 shares on the fourth anniversary.
- (9) The option vests over a 4-year period beginning on 09/26/2002 at the rate of 7,500 shares on each of the first, second and third anniversaries, and 7,496 shares on the fourth anniversary.
- (10) The option vests over a 4-year period beginning on 03/13/2003 at the rate of 0 shares on each of the first, second and third anniversaries, and 5,000 shares on the fourth anniversary.
- (11) The option vests in three equal annual installments of 5,000 shares beginning on 03/13/2003.
- (12) The option vests over a 4-year period beginning on 09/25/2003 at the rate of 0 shares on each of the first, second and third anniversaries, and 7,240 shares on the fourth anniversary.
- (13) The option vests over a 4-year period beginning on 09/25/2003 at the rate of 10,000 shares on each of the first, second and third anniversaries, and 2,760 shares on the fourth anniversary.
- (14) The option vests over a 4-year period beginning on 03/18/2004 at the rate of 0 shares on each of the first, second and third anniversaries, and 6,944 shares on the fourth anniversary.
- (15) The option vests over a 4-year period beginning on 03/18/2004 at the rate of 15,000 shares on each of the first, second and third anniversaries, and 8,056 shares on the fourth anniversary.
- (16) The option vests in four equal annual installments of 8,750 shares beginning on 02/10/2005.
- (17) The option vests in four equal annual installments 6,250 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.