

AUTODESK INC  
Form 4  
June 14, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
SCHEID STEVEN

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94903

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/13/2007

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	06/13/2007		M		40,000	A	\$ 19.555	49,472	D
Common Stock	06/13/2007		M		20,000	A	\$ 35	69,472	D
Common Stock	06/13/2007		S		480	D	\$ 46.5	68,992	D
Common Stock	06/13/2007		S		6,900	D	\$ 46.49	62,092	D
Common Stock	06/13/2007		S		10,243	D	\$ 46.48	51,849	D
	06/13/2007		S		6,482	D	\$ 46.47	45,367	D

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Common Stock							
Common Stock	06/13/2007	S	4,300	D	\$ 46.46	41,067	D
Common Stock	06/13/2007	S	200	D	\$ 46.45	40,867	D
Common Stock	06/13/2007	S	100	D	\$ 46.42	40,767	D
Common Stock	06/13/2007	S	12,442	D	\$ 46.4	28,325	D
Common Stock	06/13/2007	S	9,014	D	\$ 46.39	19,311	D
Common Stock	06/13/2007	S	9,839	D	\$ 46.38	9,472	D
Common Stock	06/13/2007	S	100	D	\$ 45.86	9,372	D
Common Stock	06/13/2007	S	300	D	\$ 45.85	9,072	D
Common Stock	06/13/2007	S	450	D	\$ 45.84	8,622	D
Common Stock	06/13/2007	S	1,100	D	\$ 45.83	7,522	D
Common Stock	06/13/2007	S	100	D	\$ 45.82	7,422	D
Common Stock	06/13/2007	S	800	D	\$ 45.81	6,622	D
Common Stock	06/13/2007	S	300	D	\$ 45.8	6,322	D
Common Stock	06/13/2007	S	3,300	D	\$ 45.7905	3,022	D
Common Stock	06/13/2007	S	406	D	\$ 45.78	2,616	D

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)

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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 Options (right to buy)	\$ 19.555	06/13/2007		M	40,000 <sub>(1)</sub>	06/23/2005 <sup>(2)</sup>	06/17/2014	Common Stock
Non-Qualified Stock Options (right to buy)	\$ 35	06/13/2007		M	20,000	06/08/2006 <sup>(3)</sup>	06/23/2015	Common Stock

## Reporting Owners

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

## Signatures

Andrew Chew, Attorney-in-fact for Steven Scheid	06/14/2007
**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) Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004, pursuant to the terms of the Company's 2000 Directors' Option Plan.
- (2) The option became fully vested and exercisable on June 23, 2005.
- (3) The option became fully vested and exercisable on June 8, 2006.

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