

AUTODESK INC

Form 4

July 05, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARTZ CAROL

(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)
07/03/2007

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)

Executive Chairman

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	07/03/2007		M		40,772	A \$ 10.7813	1,090,662	D	
Common Stock	07/03/2007		M		9,228	A \$ 11.9063	1,099,890	D	
Common Stock	07/03/2007		S ⁽³⁾		10,000	D \$ 46.9534	1,089,890	D	
Common Stock	07/03/2007		S ⁽³⁾		10,000	D \$ 46.6106	1,079,890	D	
Common Stock	07/03/2007		S ⁽³⁾		10,000	D \$ 46.0608	1,069,890	D	

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Common Stock	07/03/2007	S ⁽³⁾	10,000	D	\$ 46.2614	1,059,890	D
Common Stock	07/03/2007	S ⁽³⁾	10,000	D	\$ 46.3188	1,049,890	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)

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 Ar Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 10.7813	07/03/2007		M		40,772 (4)		03/31/2001(1)	03/31/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.9063	07/03/2007		M		9,228 (4)		03/18/2001(2)	03/18/2008	Common Stock

Reporting Owners

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

Signatures

Diane Cree, Attorney-in-Fact for Carl Bartz
07/05/2007

__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) The option vested in three equal annual installments of 40,000 shares each beginning on March 31, 1998.
- (2) The option vested in three equal annual installments of 40,000 shares each beginning on March 18, 1998.
- (3) 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.
- (4) 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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