

AUTODESK INC

Form 4

August 08, 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 *
Bradshaw Christopher

(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)

08/06/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Sr. VP, WW Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title a Underlyi (Instr. 3 a
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 16.42	08/06/2007	D ⁽¹⁾			6,090		04/05/2008 ⁽²⁾	04/05/2014	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 17.525	08/06/2007	A ⁽¹⁾			6,090		04/05/2008 ⁽²⁾	04/05/2014	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 16.42	08/06/2007	D ⁽¹⁾			58,910		04/05/2005 ⁽³⁾	04/05/2014	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 17.525	08/06/2007	A ⁽¹⁾			58,910		04/05/2005 ⁽³⁾	04/05/2014	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bradshaw Christopher 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Sr. VP, WW Marketing

Signatures

Diane Cree, Attorney-in-Fact for Christopher
Bradshaw 08/06/2007

__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).
- The reported transactions involved an amendment of an outstanding option resulting in a deemed cancellation of the old option and a
- (1) grant of a replacement option. See the current report on Form 8-K filed with the SEC by Autodesk, Inc. on July 27, 2007 for more information.
 - (2) The option vests over a 4-year period beginning on April 5, 2004, at the rate of 0 shares on each of the first, second and third year anniversaries, and 6,090 shares on the fourth year anniversary.
 - (3) The option vests over a 4-year period beginning on April 5, 2004, at the rate of 17,500 shares on each of the first, second and third year anniversaries, and 11,410 shares on the fourth year anniversary.

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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