

AUTODESK INC

Form 4

February 19, 2008

**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 \*  
**BASS CARL**

(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)  
**02/15/2008**

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)

President and CEO

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                    | 02/15/2008                           |  | M                              |   | 10,000 | A          | \$ 8.725  | 39,330   | D   |
| Common Stock                    | 02/15/2008                           |  | S <sup>(1)</sup>               |   | 200    | D          | \$ 38.22  | 39,130   | D   |
| Common Stock                    | 02/15/2008                           |  | S <sup>(1)</sup>               |   | 199    | D          | \$ 38.24  | 38,931   | D   |
| Common Stock                    | 02/15/2008                           |  | S <sup>(1)</sup>               |   | 800    | D          | \$ 38.25  | 38,131   | D   |
| Common Stock                    | 02/15/2008                           |  | S <sup>(1)</sup>               |   | 1,914  | D          | \$ 38.26  | 36,217   | D   |

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|              |            |                        |       |   |          |        |   |
|--------------|------------|------------------------|-------|---|----------|--------|---|
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 38.27 | 36,017 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 400   | D | \$ 38.28 | 35,617 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 300   | D | \$ 38.29 | 35,317 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 886   | D | \$ 38.31 | 34,431 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 400   | D | \$ 38.32 | 34,031 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 38.34 | 33,831 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 500   | D | \$ 38.35 | 33,331 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 201   | D | \$ 38.37 | 33,130 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 38.38 | 32,930 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 300   | D | \$ 38.39 | 32,630 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 100   | D | \$ 38.4  | 32,530 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 38.43 | 32,330 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 600   | D | \$ 38.45 | 31,730 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 100   | D | \$ 38.46 | 31,630 | D |
| Common Stock | 02/15/2008 | <u>S<sup>(1)</sup></u> | 2,300 | D | \$ 38.51 | 29,330 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|---|--|---|---|--------------------------------------|--|--|--|

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|   | Derivative<br>Security |            | Code | V | (A) | (D)    | Date Exercisable          | Expiration<br>Date | Title           |
|---|------------------------|------------|------|---|-----|--------|---------------------------|--------------------|-----------------|
|   |                        |            |      |   |     |        |                           |                    |                 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 8.725               | 02/15/2008 | M    |   |     | 10,000 | 09/25/2007 <sup>(2)</sup> | 09/25/2013         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| BASS CARL<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 | X             |           | President and CEO |       |

## Signatures

Nancy R. Thiel, Attorney-in-fact for  
Carl Bass

02/19/2008

\_\_\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2007.
- (2) The option vests in four equal annual installments of 50,000 shares each beginning on September 25, 2003.

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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