#### Edgar Filing: AUTODESK INC - Form 4

AUTODECK DIC

Form 4 Margh 14, 2008								
FORM 4 UNITED		SECURITIES AND EXCHANGE COMMISSION					OMB APPROVAL OMB 3235-0287	
Section 16. Form 4 or Form 5 Filed pur	NGES IN SECUR	BENEF RITIES	Estimated burden hou response	January 31, 2005 average urs per				
obligations may continue. See Instruction 1(b).	a) of the Public U 30(h) of the In	•	U	1 2		tion		
(Print or Type Responses)								
1. Name and Address of Reporting Bado George M	mbol Issuer				f Reporting Person(s) to			
(Last) (First) (I		3. Date of Earliest Transaction (Chec				heck all applicabl	k all applicable)	
111 MCINNIS PARKWAY	Ionth/Day/Year) Director 3/12/2008X_ Officer (giv below) Exec. V			give title Oth below)				
(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SAN RAFAEL, CA 94903					Form filed b Person	by More than One R	eporting	
(City) (State)	(Zip) Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	l of, or Beneficia	lly Owned	
(Instr. 3) any	Execution Date, if	3. Transaction Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on a separate line	for each class of sec	urities benef	Perso	ns who res	or indirectly. spond to the coll tained in this for		SEC 1474 (9-02)	

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 32.9	03/12/2008		А	3,040	03/12/2009(1)	03/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.9	03/12/2008		А	61,960	03/12/2009(2)	03/12/2014	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Bado George M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Exec. VP, Worldwide Sales			
Signatures						

### Signatures

# **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 vests over a four-year period beginning on 03/12/2008 at the rate of 0 shares on each of the first and second anniversaries, 1 share on the third anniversary and 3,039 shares on the fourth anniversary.
- (2) The option vests over a four-year period beginning on 03/12/2008 at the rate of 16,250 shares on each of the first and second anniversaries, 16,249 shares on the third anniversary and 13,211 shares on the fourth anniversary.

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.