

BARTZ CAROL
Form 4
April 22, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)
04/21/2008

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) 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 04/21/2008 | | M | 60,000 A | \$ 11 1,111,234 ⁽³⁾ | D | |
| Common Stock | 04/21/2008 | | S ⁽¹⁾ | 690 D | \$ 32.67 1,110,544 | D | |
| Common Stock | 04/21/2008 | | S ⁽¹⁾ | 175 D | \$ 32.705 1,110,369 | D | |
| Common Stock | 04/21/2008 | | S ⁽¹⁾ | 2,000 D | \$ 32.71 1,108,369 | D | |
| Common Stock | 04/21/2008 | | S ⁽¹⁾ | 6,727 D | \$ 32.7 1,101,642 | D | |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|-----------|---|
| Common Stock | 04/21/2008 | <u>S(1)</u> | 1,409 | D | \$ 32.68 | 1,100,233 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 1,200 | D | \$ 32.69 | 1,099,033 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 9,217 | D | \$ 32.73 | 1,089,816 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 1,160 | D | \$ 32.77 | 1,088,656 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 6,523 | D | \$ 32.72 | 1,082,133 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 1,433 | D | \$ 32.75 | 1,080,700 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 1,600 | D | \$ 32.82 | 1,079,100 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 2,000 | D | \$ 32.81 | 1,077,100 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 400 | D | \$ 32.8 | 1,076,700 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 3,419 | D | \$ 32.76 | 1,073,281 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 3,825 | D | \$ 32.74 | 1,069,456 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 1,200 | D | \$ 32.78 | 1,068,256 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 700 | D | \$ 32.79 | 1,067,556 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 400 | D | \$ 32.86 | 1,067,156 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 1,600 | D | \$ 32.87 | 1,065,556 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 300 | D | \$ 32.89 | 1,065,256 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 900 | D | \$ 32.93 | 1,064,356 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 3,041 | D | \$ 33 | 1,061,315 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 465 | D | \$ 32.99 | 1,060,850 | D |
| Common Stock | 04/21/2008 | <u>S(1)</u> | 800 | D | \$ 32.98 | 1,060,050 | D |
| | 04/21/2008 | <u>S(1)</u> | 1,016 | D | \$ 32.97 | 1,059,034 | D |

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Common
Stock

| | | | | | | | |
|-----------------|------------|------------------|-------|---|----------|-----------|---|
| Common Stock | 04/21/2008 | S ⁽¹⁾ | 400 | D | \$ 32.85 | 1,058,634 | D |
| Common Stock | 04/21/2008 | S ⁽¹⁾ | 1,600 | D | \$ 32.9 | 1,057,034 | D |
| Common Stock | 04/21/2008 | S ⁽¹⁾ | 500 | D | \$ 32.91 | 1,056,534 | D |
| Common Stock | 04/21/2008 | S ⁽¹⁾ | 2,100 | D | \$ 32.94 | 1,054,434 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 Se (Instr. 3 and 4) |
|---|---|---|---|---|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 11 | 04/21/2008 | | M | 60,000 | 03/08/2004 ⁽²⁾ 03/08/2012 | 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

Nancy R. Thiel, Attorney-in-Fact for Carol
Bartz

04/22/2008

__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 14, 2007.
- (2) The option vests over a 4-year period beginning on 03/08/2002 at the rate of 160,000 shares on each of the first, second and third anniversaries, and 150,912 shares on the fourth anniversary.
- (3) Includes shares acquired on March 31, 2008 pursuant to the Issuer's Employee Stock Purchase Plan.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 04/22/2008 for Ms. Bartz, the additional line

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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