

AUTODESK INC

Form 4

January 03, 2014

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)
01/02/2014

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)
Common Stock	01/02/2014		M	495,688	A \$ 16.53	868,496	D
Common Stock	01/02/2014		S	495,688	D \$ 49.2318 (4)	372,808	D
Common Stock	01/03/2014		M	29,312	A \$ 16.53	402,120	D
Common Stock	01/03/2014		M	145,787	A \$ 29.5	547,907	D
Common Stock	01/03/2014		S ⁽²⁾	175,099	D \$ 49.1864	372,808	D

(6)

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 Amount Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am Nun Sha
Incentive Stock Option (right to buy)	\$ 16.53	01/02/2014		M	6,050	<u>(1)</u> 02/02/2016	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 16.53	01/02/2014		M	489,638	<u>(3)</u> 02/02/2016	Common Stock	48
Non-Qualified Stock Option (right to buy)	\$ 16.53	01/03/2014		M	29,312	<u>(3)</u> 02/02/2016	Common Stock	29
Non-Qualified Stock Option (right to buy)	\$ 29.5	01/03/2014		M	145,787	<u>(5)</u> 03/26/2017	Common Stock	14

Reporting Owners

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

Signatures

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

01/03/2014

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 over a four-year period beginning on 02/02/09 at the rate of 1 share on the first anniversary, 0 shares on the second and third anniversaries, and 6,049 shares on the fourth anniversary, and was fully vested and exercisable as of the Transaction Date.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 4, 2013.
- (3) The option vested over a four-year period beginning on 02/02/09 at the rate of 131,249 shares on the first anniversary, 131,250 shares on the second and third anniversaries, and 125,201 shares on the fourth anniversary.
- (4) All trades occurred within the following one dollar price range: \$48.88 through \$49.72. The reported price is the weighted average for trades within this range.
- (5) The option vests over a 4-year period beginning on 03/26/2010 at the rate of 97,500 shares on each of the first, second and third anniversaries, and 94,111 shares on the fourth anniversary.
- (6) All trades occurred within the following one dollar price range: \$48.85 through \$49.50. The reported price is the weighted average for trades within this range.

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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