

AUTODESK INC
Form 4
June 11, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
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)
06/08/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 06/08/2007 | | M | | 50,000 | A | \$ 8.25 |
| | | | | | 1,077,222 | (3) | D |
| Common Stock | 06/08/2007 | | M | | 9,088 | A | \$ 11 |
| | | | | | 1,086,310 | (3) | D |
| Common Stock | 06/08/2007 | | M | | 13,580 | A | \$ 7.365 |
| | | | | | 1,099,890 | (3) | D |
| Common Stock | 06/08/2007 | | S(1) | | 10,000 | D | \$ 43.8163 |
| | | | | | 1,089,890 | (3) | D |
| Common Stock | 06/08/2007 | | S(1) | | 10,000 | D | \$ 43.2343 |
| | | | | | 1,079,890 | (3) | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|--------------------------|---|
| Common Stock | 06/08/2007 | S ⁽¹⁾ | 10,000 | D | \$ 43.1413 | 1,069,890 ⁽³⁾ | D |
| Common Stock | 06/08/2007 | S ⁽¹⁾ | 10,000 | D | \$ 43.1232 | 1,059,890 ⁽³⁾ | D |
| Common Stock | 06/08/2007 | S ⁽¹⁾ | 10,000 | D | \$ 43 | 1,049,890 ⁽³⁾ | 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.

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 8.25 | 06/08/2007 | | M | 50,000 | 03/14/2003 ⁽²⁾ | 12/06/2009 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11 | 06/08/2007 | | M | 9,088 | 03/08/2006 | 03/08/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 7.365 | 06/08/2007 | | M | 13,580 | 03/13/2007 | 03/13/2013 | 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

06/11/2007

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2005.
- (2) The option vests in three equal annual installments of 200,000 shares each beginning on 03/14/2000.
- (3) The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.

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