

BECKER JAN
Form 4
April 05, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER JAN

(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)
04/01/2011

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)

Sr VP, Human Res, Corp RE

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 | 04/01/2011 | | M | | 9,088 | A | \$ 11 |
| Common Stock | 04/01/2011 | | M | | 40,912 | A | \$ 11 |
| Common Stock | 04/01/2011 | | M | | 13,576 | A | \$ 7.365 |
| Common Stock | 04/01/2011 | | M | | 16,424 | A | \$ 7.365 |
| Common Stock | 04/01/2011 | | S ⁽³⁾ | | 80,000 | D | \$ 43.7643 |
| | | | | | | | <u>(5)</u> |

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

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 11 | 04/01/2011 | | M | 9,088 | 03/08/2006 ⁽¹⁾ | 03/08/2012 | | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11 | 04/01/2011 | | M | 40,912 | 03/08/2006 ⁽¹⁾ | 03/08/2012 | | | Common Stock |
| Incentive Stock Option (right to buy) | \$ 7.365 | 04/01/2011 | | M | 13,576 | 03/13/2007 ⁽⁴⁾ | 03/13/2013 | | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.365 | 04/01/2011 | | M | 16,424 | 03/13/2007 ⁽⁴⁾ | 03/13/2013 | | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER JAN 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903 | | | Sr VP, Human Res, Corp RE | |

Signatures

Nancy R. Thiel, Attorney-in-fact for Jan Becker
04/05/2011

__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 in annual installments over a four-year period beginning on 03/08/2002 and was fully vested as of the Transaction Date.
- (2) Includes shares acquired in March 2011 pursuant to the Issuer's Employee Stock Purchase Plan.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2010.
- (4) The option vested in annual installments over a four-year period beginning on 03/13/2003 and was fully vested as of the Transaction Date.
- (5) All trades occurred within the following one dollar price range: \$43.5 through \$43.9027. The reported price is the weighted average for trades within this range.

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