

AUTODESK INC

Form 4

March 02, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CASTINO ALFRED

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94930

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
AUTODESK INC [ADSK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr, VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	03/01/2005		M	1,400 A	\$ 6.36 16,916	D	
Common Stock	03/01/2005		M	5,600 A	\$ 6.36 22,516	D	
Common Stock	03/01/2005		S ⁽³⁾	100 D	\$ 29.72 22,416	D	
Common Stock	03/01/2005		S ⁽³⁾	843 D	\$ 29.71 21,573	D	
Common Stock	03/01/2005		S ⁽³⁾	287 D	\$ 29.69 21,286	D	

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Common Stock	03/01/2005	<u>S</u> (3)	191	D	\$ 29.68	21,095	D
Common Stock	03/01/2005	<u>S</u> (3)	9	D	\$ 29.67	21,086	D
Common Stock	03/01/2005	<u>S</u> (3)	437	D	\$ 29.66	20,649	D
Common Stock	03/01/2005	<u>S</u> (3)	800	D	\$ 29.64	19,849	D
Common Stock	03/01/2005	<u>S</u> (3)	300	D	\$ 29.6	19,549	D
Common Stock	03/01/2005	<u>S</u> (3)	200	D	\$ 29.59	19,349	D
Common Stock	03/01/2005	<u>S</u> (3)	100	D	\$ 29.62	19,249	D
Common Stock	03/01/2005	<u>S</u> (3)	100	D	\$ 29.56	19,149	D
Common Stock	03/01/2005	<u>S</u> (3)	109	D	\$ 29.55	19,140	D
Common Stock	03/01/2005	<u>S</u> (3)	491	D	\$ 29.53	18,649	D
Common Stock	03/01/2005	<u>S</u> (3)	400	D	\$ 29.52	18,249	D
Common Stock	03/01/2005	<u>S</u> (3)	218	D	\$ 29.54	18,031	D
Common Stock	03/01/2005	<u>S</u> (3)	500	D	\$ 29.63	17,531	D
Common Stock	03/01/2005	<u>S</u> (3)	100	D	\$ 29.56	17,431	D
Common Stock	03/01/2005	<u>S</u> (3)	415	D	\$ 29.5	16,916	D

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of SH
Incentive Stock Options (right to buy)	\$ 6.36	03/01/2005	M			1,400	09/26/2004 ⁽¹⁾	09/26/2012	Common Stock	1
Non-Qualified Stock Options (right to buy)	\$ 6.36	03/01/2005	M			5,600	09/26/2004 ⁽²⁾	09/26/2012	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASTINO ALFRED 111 MCINNIS PARKWAY SAN RAFAEL, CA 94930			Sr, VP and CFO	

Signatures

Nancy R. Thiel, Attorney-in-fact for Alfred J.
Castino

03/02/2005

__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 vests in four equal annual installments of 15,722 shares each beginning on 09/26/2002.

(2) The option vests in four equal annual installments of 44,278 shares each beginning on 09/26/2002

(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 1, 2005.

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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