

AUTODESK INC  
Form 4  
June 12, 2007

**FORM 4**

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

OMB APPROVAL

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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)  
**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)

SVP, HR and Corp. Real Estate

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/08/2007		M		\$ 7.365	38,045	D
Common Stock	06/08/2007		M		\$ 8.725	98,045	D
Common Stock	06/08/2007		M		\$ 14.4	148,045	D
Common Stock	06/08/2007		M		\$ 6.36	170,547	D
Common Stock	06/08/2007		S <sup>(1)</sup>		\$ 44	30,547	D

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Common Stock	06/08/2007	S <sup>(1)</sup>	2,700	D	\$ 43.89	27,847	D
Common Stock	06/08/2007	S <sup>(1)</sup>	1,100	D	\$ 43.88	26,747	D
Common Stock	06/08/2007	S <sup>(1)</sup>	2,757	D	\$ 43.87	23,990	D
Common Stock	06/08/2007	S <sup>(1)</sup>	2,100	D	\$ 43.86	21,890	D
Common Stock	06/08/2007	S <sup>(1)</sup>	1,300	D	\$ 43.85	20,590	D
Common Stock	06/08/2007	S <sup>(1)</sup>	2,100	D	\$ 43.84	18,490	D
Common Stock	06/08/2007	S <sup>(1)</sup>	1,200	D	\$ 43.83	17,290	D
Common Stock	06/08/2007	S <sup>(1)</sup>	9,245	D	\$ 43.82	8,045	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.365	06/08/2007		M	30,000 <sub>(2)</sub>	03/13/2005 <sup>(3)</sup>	03/13/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.725	06/08/2007		M	60,000 <sub>(2)</sub>	09/25/2006 <sup>(4)</sup>	09/25/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.4	06/08/2007		M	50,000 <sub>(2)</sub>	03/18/2006 <sup>(5)</sup>	03/18/2014	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 6.36	06/08/2007	M	22,494 (2)	09/26/2006 <sup>(6)</sup>	09/26/2012	Common Stock
Stock Option (right to buy)	\$ 6.36	06/08/2007	M	8 (2)	09/26/2006 <sup>(6)</sup>	09/26/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER JAN 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			SVP, HR and Corp. Real Estate	

## Signatures

Andrew Chew, Attorney-in-fact for Jan  
Becker 06/12/2007

\*\*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 September 19, 2005.
- (2) Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004, pursuant to the terms of the Company's 2000 Directors' Option Plan.
- (3) The option vested over a four-year period beginning on March 13, 2003 at the rate of 15,000 shares on each of the first, second and third anniversaries, and 1,424 shares on the fourth anniversary.
- (4) The option vests over a four-year period beginning on September 25, 2003 in four equal annual installments.
- (5) The option vested over a four-year period beginning on March 18, 2004 at the rate of 30,000 shares on each of the first, second and third anniversaries, and 23,056 shares on the fourth anniversary.
- (6) The option vested over a four-year period beginning on September 26, 2002, and became fully vested and exercisable on September 26, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.