

AUTODESK INC
Form 4
August 31, 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 *
Bhatt Jay

(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)
08/29/2007

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)
Sr. VP, AEC

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 | 08/29/2007 | | M | | 2,364 A \$ 8.105 | 17,000 | D |
| Common Stock | 08/29/2007 | | M | | 2,810 A \$ 13.835 | 19,810 | D |
| Common Stock | 08/29/2007 | | M | | 6,595 A \$ 17.525 | 26,405 | D |
| Common Stock | 08/29/2007 | | S | | 52 D \$ 45.01 | 26,353 | D |
| Common Stock | 08/29/2007 | | S | | 21,853 D \$ 45 | 4,500 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------|---|
| Common Stock | 08/30/2007 | M | 1,905 | A | \$ 17.525 | 6,405 | D |
| Common Stock | 08/30/2007 | M | 20,000 | A | \$ 21.89 | 26,405 | D |
| Common Stock | 08/30/2007 | S | 21,905 | D | \$ 46 | 4,500 | 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) | \$ 8.105 | 08/29/2007 | | M | 2,364 | 08/11/2006 | 08/11/2013 | Common Stock |
| Non-qualified Stock Option (right to buy) | \$ 13.835 | 08/29/2007 | | M | 2,810 | 02/09/2007 | 02/09/2014 | Common Stock |
| Non-qualified Stock Option (right to buy) | \$ 17.525 | 08/29/2007 | | M | 6,595 | 04/05/2007 ⁽¹⁾ | 04/05/2014 | Common Stock |
| Non-qualified Stock Option (right to buy) | \$ 17.525 | 08/30/2007 | | M | 1,905 | 04/05/2007 ⁽¹⁾ | 04/05/2014 | Common Stock |
| Non-qualified Stock Option (right to buy) | \$ 21.89 | 08/30/2007 | | M | 20,000 | 08/13/2007 ⁽²⁾ | 08/13/2014 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Bhatt Jay
111 MCINNIS PARKWAY
SAN RAFAEL, CA 94903

Sr. VP, AEC

Signatures

Nancy R. Thiel, Attorney-in-Fact for Jay
Bhatt

08/31/2007

__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 option vests over a 4-year period beginning on April 5, 2004, at the rate of 5,000 shares on each of the first, second and third anniversaries, and 2,992 shares on the fourth anniversary.
- (2) The option vests in four equal annual installments of 10,000 shares each beginning on August 13, 2004.

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.