

AUTODESK INC  
Form 4  
October 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
STERLING MARCIA K

(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)  
10/03/2005

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 Gen Counsel, Secretary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 10/03/2005                           |  | S <sup>(2)</sup>               | 300   | D \$ 46.09  | 18,740 (1) (3)   | D                                 |
| Common Stock                    | 10/03/2005                           |  | S <sup>(2)</sup>               | 300   | D \$ 46.08  | 18,440 (1) (3)   | D                                 |
| Common Stock                    | 10/03/2005                           |  | S <sup>(2)</sup>               | 100   | D \$ 46.07  | 18,340 (1) (3)   | D                                 |
| Common Stock                    | 10/03/2005                           |  | S <sup>(2)</sup>               | 400   | D \$ 46.06  | 17,940 (1) (3)   | D                                 |
| Common Stock                    | 10/03/2005                           |  | S <sup>(2)</sup>               | 100   | D \$ 46.04  | 17,840 (1) (3)   | D                                 |

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|              |            |                  |     |   |          |                                      |   |
|--------------|------------|------------------|-----|---|----------|--------------------------------------|---|
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 300 | D | \$ 46.02 | 17,540 <sup>(1)</sup> <sup>(3)</sup> | D |
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 100 | D | \$ 46    | 17,440 <sup>(1)</sup> <sup>(3)</sup> | D |
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 100 | D | \$ 45.97 | 17,340 <sup>(1)</sup> <sup>(3)</sup> | D |
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 200 | D | \$ 45.88 | 17,140 <sup>(1)</sup> <sup>(3)</sup> | D |
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 100 | D | \$ 45.85 | 17,040 <sup>(1)</sup> <sup>(3)</sup> | D |
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 100 | D | \$ 45.84 | 16,940 <sup>(1)</sup> <sup>(3)</sup> | D |
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 100 | D | \$ 45.83 | 16,840 <sup>(1)</sup> <sup>(3)</sup> | D |
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 100 | D | \$ 45.78 | 16,740 <sup>(1)</sup> <sup>(3)</sup> | D |
| Common Stock | 10/03/2005 | S <sup>(2)</sup> | 200 | D | \$ 45.75 | 16,540 <sup>(1)</sup> <sup>(3)</sup> | 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 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| STERLING MARCIA K<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 |               |           | Sr. VP Gen Counsel, Secretary |       |

## Signatures

Nancy R. Thiel, Attorney-in-fact for Marcia K.  
Sterling

10/04/2005

    \*\*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 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.
  - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2004, as amended.
  - (3) Includes shares acquired in September 2005 pursuant to the Issuer's Employee Stock Purchase Plan.

### Remarks:

Due to a limitation of only 30 allowable line items in Table 1 of the Form 4 for Ms. Sterling dated 10/04/2005, 14 more line items

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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