

AUTODESK INC
Form 4
June 15, 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 *
Bado George M

(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)
06/13/2007

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)
VP, Worldwide Sales

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 06/13/2007 | | M | 13,468 A \$ 7.425 | 15,128 | 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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 a Underlyi (Instr. 3 a | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------------|---------------------------|-----------------|------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (Right to Buy) | \$ 7.425 | 06/13/2007 | | M | | 13,468 (1) | | 05/23/2007 ⁽²⁾ | 05/23/2013 | Comm Stock |
| Incentive Stock Option (right to buy) | \$ 45.29 | 06/14/2007 | | A | 4,414 | | | 06/14/2008 ⁽³⁾ | 06/14/2013 | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 45.29 | 06/14/2007 | | A | 80,586 | | | 06/14/2008 ⁽⁴⁾ | 06/14/2013 | Comm Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bado George M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903 | | | VP, Worldwide Sales | |

Signatures

Diane Cree, Attorney-in-fact for George M. Bado
 Date: 06/15/2007

__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) 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.
- (2) The option became fully vested and exercisable on May 23, 2007.
- (3) The option vests over a 4-year period beginning on 6/14/2007 at the rate of 2,207 shares vesting on each of the first and fourth year anniversaries.
- (4) The option vests over a 4-year period beginning on 6/14/2007 at the rate of 19,043 shares vesting on the first year anniversary, 21,250 shares vesting on each of the second and third year anniversaries, and 19,043 shares vesting on the fourth year anniversary.

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.