

AUTODESK INC  
Form 4  
August 08, 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 \*  
Petit Marc

(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)  
08/06/2007

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, M&E

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 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)  | Code V Amount (D) Price   |  |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title of Underlying Security (Instr. 3 & 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|                                 |                           |                                      |                                   |                     |   |  |  |

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| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code  | (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable          | Expiration Date | Title      |
|---|------------------------------|------------------|------------------|---|--------|---------------------------|-----------------|------------|
|   |                              |                  |                  | (A)   | (D)    |                           |                 |            |
| Incentive Stock Option (right to buy)     | \$ 6.44                      | 08/06/2007       | D <sup>(1)</sup> |   | 15,000 | 11/11/2006 <sup>(2)</sup> | 11/11/2012      | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.605                     | 08/06/2007       | A <sup>(1)</sup> | 15,000                                      |        | 11/11/2006 <sup>(2)</sup> | 11/11/2012      | Comm Stock |
| Incentive Stock Option (right to buy)     | \$ 9.7                       | 08/06/2007       | D <sup>(1)</sup> |   | 3,750  | 11/20/2007 <sup>(3)</sup> | 11/20/2013      | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.265                    | 08/06/2007       | A <sup>(1)</sup> | 3,750                                       |        | 11/20/2007 <sup>(3)</sup> | 11/20/2013      | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.7                       | 08/06/2007       | D <sup>(1)</sup> |   | 3,750  | 11/20/2006 <sup>(4)</sup> | 11/20/2013      | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.265                    | 08/06/2007       | A <sup>(1)</sup> | 3,750                                       |        | 11/20/2006 <sup>(4)</sup> | 11/20/2013      | Comm Stock |
| Incentive Stock Option (right to buy)     | \$ 13.405                    | 08/06/2007       | D <sup>(1)</sup> |   | 9,434  | 02/09/2007 <sup>(5)</sup> | 02/09/2014      | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.835                    | 08/06/2007       | A <sup>(1)</sup> | 9,434                                       |        | 02/09/2007 <sup>(5)</sup> | 02/09/2014      | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.405                    | 08/06/2007       | D <sup>(1)</sup> |   | 13,066 | 02/09/2006 <sup>(6)</sup> | 02/09/2014      | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.835                    | 08/06/2007       | A <sup>(1)</sup> | 13,066                                      |        | 02/09/2006 <sup>(6)</sup> | 02/09/2014      | Comm Stock |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Petit Marc<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 |               |           | Sr. VP, M&E |       |

## Signatures

Diane Cree, Attorney-in-Fact for  
Marc Petit

08/08/2007

\_\_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).  
The reported transactions involved an amendment of an outstanding option resulting in a deemed cancellation of the old option and a  
(1) grant of a replacement option. See the current report on Form 8-K filed with the SEC by Autodesk, Inc. on July 27, 2007 for more information.
- (2) The option vests in four equal annual installments of 15,000 shares each beginning on November 11, 2002.
- (3) The option vests over a 4-year period beginning on November 20, 2003, at the rate of 0 on each of the first, second and third year anniversaries, and 3,750 shares on the fourth year anniversary.
- (4) The option vests in three equal annual installments of 3,750 shares each beginning on November 20, 2003.
- (5) The option vests over a 4-year period beginning on February 9, 2004, at the rate of 0 shares on each of the first and second year anniversaries, 1,976 shares on the third year anniversary, and 7,458 shares on the fourth year anniversary.
- (6) The option vests over a 4-year period beginning on February 9, 2004, at the rate of 7,500 shares on each of the first and second year anniversaries, 5,524 shares on the third year anniversary, and 42 shares 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.