

AUTODESK INC  
Form 4  
November 21, 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 \*  
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)  
11/20/2007

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)  
Exec. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 11/20/2007                           |  | M                              |   | 12,500 A \$ 9.7   | 43,807 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 11/20/2007                           |  | S <sup>(2)</sup>               |   | 1,000 D \$ 46.11  | 42,807   | D                                 |
| Common Stock                    | 11/20/2007                           |  | S <sup>(2)</sup>               |   | 600 D \$ 46.12  | 42,207   | D                                 |
| Common Stock                    | 11/20/2007                           |  | S <sup>(2)</sup>               |   | 2,400 D \$ 46.14  | 39,807   | D                                 |
| Common Stock                    | 11/20/2007                           |  | S <sup>(2)</sup>               |   | 300 D \$ 46.15  | 39,507   | D                                 |

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|              |            |                  |       |   |           |        |   |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 73    | D | \$ 46.16  | 39,434 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 100   | D | \$ 46.175 | 39,334 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 1,188 | D | \$ 46.18  | 38,146 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 500   | D | \$ 46.19  | 37,646 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 233   | D | \$ 46.2   | 37,413 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 2,500 | D | \$ 46.21  | 34,913 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 700   | D | \$ 46.22  | 34,213 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 600   | D | \$ 46.23  | 33,613 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 500   | D | \$ 46.28  | 33,113 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 571   | D | \$ 46.29  | 32,542 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 235   | D | \$ 46.3   | 32,307 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 300   | D | \$ 46.31  | 32,007 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 200   | D | \$ 46.32  | 31,807 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 100   | D | \$ 46.325 | 31,707 | D |
| Common Stock | 11/20/2007 | S <sup>(2)</sup> | 400   | D | \$ 46.33  | 31,307 | 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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security                       |        |            | or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable          | Expiration Date | Title        |
|---|--------|------------|---|--------|---------------------------|-----------------|--------------|
|   |        |            | Code                                    | V      |                           |                 |              |
| Non-Qualified Stock Option (right to buy) | \$ 9.7 | 11/20/2007 | M                                       | 12,500 | 11/20/2007 <sup>(3)</sup> | 11/20/2013      | Common Stock |

## Reporting Owners

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

## Signatures

Diane Cree, Attorney-in-Fact for George M. Bado  
 Bado  
 \*\*Signature of Reporting Person  
 11/21/2007  
 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 acquired on September 28, 2007, pursuant to the Issuer's Employee Stock Purchase Plan.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2007.
- (3) The option vests in four equal annual installments of 12,500 shares each beginning on November 20, 2003.

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