Blum Steven M Form 4 March 08, 2013

## FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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 \* Blum Steven M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

AUTODESK INC [ADSK]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director

10% Owner Other (specify

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

111 MCINNIS PARKWAY

03/06/2013

\_X\_\_ Officer (give title below)

Sr. VP, WW Sales and Services

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

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(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/06/2013		F	11,494	D	\$ 39.94	64,173	D	
Common Stock	03/07/2013		M	20,706	A	\$ 32.9	84,879	D	
Common Stock	03/07/2013		M	22,500	A	\$ 17.525	107,379	D	
Common Stock	03/07/2013		S	43,206 (1)	D	\$ 40	64,173	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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 32.9	03/07/2013		M	20,706	(2)	03/12/2014	Common Stock	20,7
Non-Qualified Stock Option (right to buy)	\$ 17.525	03/07/2013		M	6,090	(3)	04/05/2014	Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 17.525	03/07/2013		M	16,410	<u>(4)</u>	04/05/2014	Common Stock	16,4

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Blum Steven M

111 MCINNIS PARKWAY Sr. VP, WW Sales and Services

SAN RAFAEL, CA 94903

### **Signatures**

Nancy R. Thiel, Attorney-in-fact for Steven M.
Blum
03/08/2013

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2012.

Reporting Owners 2

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- (2) The option vested in four equal annual installments of 12,500 shares beginning on March 12, 2008, and was fully vested and exercisable as of the Transaction Date.
- (3) The option vested over a 4-year period beginning on June 29,2007 at the rate of 0 shares on each of the first, second and third anniversaries, and 6,090 shares on the fourth anniversary. The option was fully vested and exercisable as of the Transaction Date.
  - The option vested over a 4-year period beginning on June 29,2007 at the rate of 0 shares on each of the first and second anniversaries,
- (4) 22,500 shares on the third anniversary, and 16,410 shares on the fourth anniversary. The option was fully vested and exercisable as of the Transaction Date.

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.