

NORRINGTON LORRIE M
 Form 4
 September 29, 2017

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 *
 NORRINGTON LORRIE M

(Last) (First) (Middle)
 111 MCINNIS PKWY
 (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)
 09/28/2017

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)

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)
Common Stock	09/28/2017		M	V Amount (A) or (D) Price	25,000 A \$ 43.81 46,492 ⁽¹⁾	D	
Common Stock	09/28/2017		S ⁽²⁾	24,104 D \$ 111.0956 ⁽³⁾	22,388 ⁽¹⁾	D	
Common Stock	09/28/2017		S ⁽²⁾	896 D \$ 111.7418 ⁽⁴⁾	21,492 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Options (right to buy)	\$ 43.81	09/28/2017		M	25,000	03/24/2012 ⁽⁵⁾ 03/24/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRINGTON LORRIE M 111 MCINNIS PKWY SAN RAFAEL, CA 94903		X		

Signatures

Andy R. Sewell, Attorney in Fact for Lorrie Norrington 09/29/2017

__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 securities beneficially owned includes 3,201 shares of unvested Restricted Stock Units.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 6/30/2017.
- (3) Shares were sold in various amounts from \$110.56 to \$111.55 inclusive. The price listed here reflects the average weighted price.
- (4) Shares were sold in various amounts from \$111.59 to \$111.95 inclusive. The price listed here reflects the average weighted price.
- (5) The option vests over a three-year period beginning on 3/24/2011, at the rate of 17,000 shares on the first anniversary, and 16,500 shares on the second and third anniversaries.

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.