

TAYLOR MARY ALICE
Form 4
June 19, 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 *
TAYLOR MARY ALICE

(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)
06/18/2007

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)

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	06/18/2007		M	35,817 A	\$ 8.424 56,063	D	
Common Stock	06/18/2007		M	40,000 A	\$ 19.555 96,063	D	
Common Stock	06/18/2007		M	20,000 A	\$ 35 116,063	D	
Common Stock	06/18/2007		S	44,151 D	\$ 45 71,912	D	
Common Stock	06/18/2007		S	600 D	\$ 45.01 71,312	D	
Common Stock	06/18/2007		S	100 D	\$ 45.02 71,212	D	

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Common Stock							
Common Stock	06/18/2007	S	300	D	\$ 45.03	70,912	D
Common Stock	06/18/2007	S	1,603	D	\$ 45.04	69,309	D
Common Stock	06/18/2007	S	2,500	D	\$ 45.05	66,809	D
Common Stock	06/18/2007	S	700	D	\$ 45.06	66,109	D
Common Stock	06/18/2007	S	400	D	\$ 45.07	65,709	D
Common Stock	06/18/2007	S	100	D	\$ 45.08	65,609	D
Common Stock	06/18/2007	S	100	D	\$ 45.09	65,509	D
Common Stock	06/18/2007	S	100	D	\$ 45.1	65,409	D
Common Stock	06/18/2007	S	500	D	\$ 45.11	64,909	D
Common Stock	06/18/2007	S	100	D	\$ 45.13	64,809	D
Common Stock	06/18/2007	S	700	D	\$ 45.15	64,109	D
Common Stock	06/18/2007	S	100	D	\$ 45.16	64,009	D
Common Stock	06/18/2007	S	521	D	\$ 45.18	63,488	D
Common Stock	06/18/2007	S	21,926	D	\$ 45.55	41,562	D
Common Stock	06/18/2007	S	10,275	D	\$ 45.56	31,287	D
Common Stock	06/18/2007	S	11,594	D	\$ 45.57	19,693	D
Common Stock	06/18/2007	S	4,500	D	\$ 45.58	15,193	D
Common Stock	06/18/2007	S	4,055	D	\$ 45.59	11,138	D
Common Stock	06/18/2007	S	5,352	D	\$ 45.6	5,786	D
	06/18/2007	S	1,098	D	\$ 45.61	4,688	D

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Common
Stock

Common Stock 06/18/2007 S 900 D \$ 45.62 3,788 D

Common Stock 06/18/2007 S 300 D \$ 45.63 3,488 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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.424	06/18/2007		M	35,817	06/17/2004 ⁽²⁾ 06/19/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.555	06/18/2007		M	40,000 ⁽¹⁾	06/23/2005 ⁽³⁾ 06/17/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35	06/18/2007		M	20,000	06/08/2006 ⁽⁴⁾ 06/23/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR MARY ALICE 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X			

Signatures

Andrew Chew, Attorney-in-fact for Mary Alice
Taylor

06/19/2007

__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, pursuant to the terms of the Company's 2000 Directors' Option Plan.
- (2) The option became fully vested and exercisable on June 17, 2004.
- (3) The option became fully vested and exercisable on June 23, 2005.
- (4) The option became fully vested and exercisable on June 8, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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