

AUTODESK INC
Form 4
June 12, 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 *
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)
06/08/2007

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)
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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/08/2007		M	A		4,032 \$ 7.425	21,218	D
Common Stock	06/08/2007		M	A		12,500 \$ 9.7	33,718	D
Common Stock	06/08/2007		S	D		9,032 \$ 43.98	24,686	D
Common Stock	06/08/2007		S	D		7,500 \$ 43.94	17,186	D
Common Stock	06/08/2007		S	D		15,426 \$ 43.99	1,760	D

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Common Stock	06/08/2007	S	100	D	\$ 44	1,660	D
Common Stock	06/11/2007	M	22,500	A	\$ 30.15	24,160	D
Common Stock	06/11/2007	S	200	D	\$ 45.025	23,960	D
Common Stock	06/11/2007	S	258	D	\$ 45.04	23,702	D
Common Stock	06/11/2007	S	1,620	D	\$ 45.03	22,082	D
Common Stock	06/11/2007	S	2,000	D	\$ 45.02	20,082	D
Common Stock	06/11/2007	S	2,820	D	\$ 45.01	17,262	D
Common Stock	06/11/2007	S	15,602	D	\$ 45	1,660	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)	\$ 7.425	06/08/2007		M	4,032	05/23/2007	05/23/2013	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 9.7	06/08/2007		M	12,500	11/20/2006 ⁽¹⁾	11/20/2013	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 30.15	06/11/2007		M	22,500	03/10/2007 ⁽²⁾	03/10/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bado George M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			VP, Worldwide Sales	

Signatures

Nancy R. Thiel, Attorney-in-fact for George M. Bado	06/12/2007
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__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 option vests in four equal annual installments of 12,500 shares beginning on November 20, 2003.
 - (2) The option vests over a 4-year period beginning on March 10, 2005 at the rate of 22,500 shares on each of the first, second and third anniversaries, and 19,184 shares on the fourth anniversary.

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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