

AUTODESK INC

Form 4

May 24, 2006

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
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

OMB APPROVAL

OMB
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(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)
05/23/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

VP, Worldwide Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	05/23/2006		M	17,500	A \$ 7.425	34,686	D
Common Stock	05/23/2006		S ⁽¹⁾	1,600	D \$ 36.59	33,086	D
Common Stock	05/23/2006		S ⁽¹⁾	1,700	D \$ 36.6	31,386	D
Common Stock	05/23/2006		S ⁽¹⁾	18	D \$ 36.63	31,368	D
Common Stock	05/23/2006		S ⁽¹⁾	100	D \$ 36.64	31,268	D

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Common Stock	05/23/2006	<u>S</u> (1)	182	D	\$ 36.68	31,086	D
Common Stock	05/23/2006	<u>S</u> (1)	500	D	\$ 36.7	30,586	D
Common Stock	05/23/2006	<u>S</u> (1)	600	D	\$ 36.71	29,986	D
Common Stock	05/23/2006	<u>S</u> (1)	2,000	D	\$ 36.75	27,986	D
Common Stock	05/23/2006	<u>S</u> (1)	4,000	D	\$ 36.78	23,986	D
Common Stock	05/23/2006	<u>S</u> (1)	2,400	D	\$ 36.79	21,586	D
Common Stock	05/23/2006	<u>S</u> (1)	200	D	\$ 36.8	21,386	D
Common Stock	05/23/2006	<u>S</u> (1)	1,100	D	\$ 36.81	20,286	D
Common Stock	05/23/2006	<u>S</u> (1)	100	D	\$ 36.82	20,186	D
Common Stock	05/23/2006	<u>S</u> (1)	300	D	\$ 36.84	19,886	D
Common Stock	05/23/2006	<u>S</u> (1)	200	D	\$ 36.86	19,686	D
Common Stock	05/23/2006	<u>S</u> (1)	500	D	\$ 36.92	19,186	D
Common Stock	05/23/2006	<u>S</u> (1)	400	D	\$ 36.93	18,786	D
Common Stock	05/23/2006	<u>S</u> (1)	800	D	\$ 36.95	17,986	D
Common Stock	05/23/2006	<u>S</u> (1)	100	D	\$ 36.99	17,886	D
Common Stock	05/23/2006	<u>S</u> (1)	200	D	\$ 37	17,686	D
Common Stock	05/23/2006	<u>S</u> (1)	500	D	\$ 37.05	17,186	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)

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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 Ar Underlying Se (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy)	\$ 7.425	05/23/2006		M	17,500	05/23/2006 ⁽²⁾ 05/23/2013	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

05/24/2006

**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 December 22, 2005.
- (2) The option vests over a four-year period beginning on May 23, 2003 at the rate of 17,500 shares on the first, second and third anniversaries and 4,032 shares on the fourth anniversary.

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