

AUTODESK INC

Form 4

June 12, 2007

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 *
BECKER JAN

(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
____X____ Officer (give title below) ____ Other (specify below)

SVP, HR and Corp. Real Estate

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/08/2007		M	30,000	A \$ 7.365 38,045	D	
Common Stock	06/08/2007		M	60,000	A \$ 8.725 98,045	D	
Common Stock	06/08/2007		M	50,000	A \$ 14.4 148,045	D	
Common Stock	06/08/2007		M	22,502	A \$ 6.36 170,547	D	
Common Stock	06/08/2007		S ⁽¹⁾	140,000	D \$ 44 30,547	D	

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Common Stock	06/08/2007	S ⁽¹⁾	2,700	D	\$ 43.89	27,847	D
Common Stock	06/08/2007	S ⁽¹⁾	1,100	D	\$ 43.88	26,747	D
Common Stock	06/08/2007	S ⁽¹⁾	2,757	D	\$ 43.87	23,990	D
Common Stock	06/08/2007	S ⁽¹⁾	2,100	D	\$ 43.86	21,890	D
Common Stock	06/08/2007	S ⁽¹⁾	1,300	D	\$ 43.85	20,590	D
Common Stock	06/08/2007	S ⁽¹⁾	2,100	D	\$ 43.84	18,490	D
Common Stock	06/08/2007	S ⁽¹⁾	1,200	D	\$ 43.83	17,290	D
Common Stock	06/08/2007	S ⁽¹⁾	9,245	D	\$ 43.82	8,045	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	Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 7.365	06/08/2007		M		30,000 (2)		03/13/2005(3)	03/13/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 8.725	06/08/2007		M		60,000 (2)		09/25/2006(4)	09/25/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 14.4	06/08/2007		M		50,000 (2)		03/18/2006(5)	03/18/2014	Common Stock	

Non-Qualified Stock Option (right to buy)	\$ 6.36	06/08/2007	M	22,494 (2)	09/26/2006 ⁽⁶⁾	09/26/2012	Common Stock
Stock Option (right to buy)	\$ 6.36	06/08/2007	M	8 (2)	09/26/2006 ⁽⁶⁾	09/26/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER JAN 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			SVP, HR and Corp. Real Estate	

Signatures

Andrew Chew, Attorney-in-fact for Jan
Becker 06/12/2007

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 19, 2005.
- (2) 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.
- (3) The option vested over a four-year period beginning on March 13, 2003 at the rate of 15,000 shares on each of the first, second and third anniversaries, and 1,424 shares on the fourth anniversary.
- (4) The option vests over a four-year period beginning on September 25, 2003 in four equal annual installments.
- (5) The option vested over a four-year period beginning on March 18, 2004 at the rate of 30,000 shares on each of the first, second and third anniversaries, and 23,056 shares on the fourth anniversary.
- (6) The option vested over a four-year period beginning on September 26, 2002, and became fully vested and exercisable on September 26, 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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