

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 *
Bradshaw Christopher

(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)
06/11/2007

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)

Sr. VP, WW Marketing

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 06/11/2007 | | M | | 10,000 | A | \$ 6.26 | 11,154 | D |
| Common Stock | 06/11/2007 | | M | | 14,764 | A | \$ 7.85 | 25,918 | D |
| Common Stock | 06/11/2007 | | M | | 17,106 | A | \$ 7.425 | 43,024 | D |
| Common Stock | 06/11/2007 | | S | | 900 | D | \$ 44.96 | 42,124 | D |
| Common Stock | 06/11/2007 | | S | | 2,000 | D | \$ 44.97 | 40,124 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 06/11/2007 | S | 5,352 | D | \$ 44.95 | 34,772 | D |
| Common Stock | 06/11/2007 | S | 300 | D | \$ 44.98 | 34,472 | D |
| Common Stock | 06/11/2007 | S | 31,618 | D | \$ 44.99 | 2,854 | D |
| Common Stock | 06/11/2007 | S | 1,700 | D | \$ 45 | 1,154 | D |

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

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SEC 1474
(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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 6.26 | 06/11/2007 | | M | 10,000 | 07/19/2006 07/19/2012 | Common Stock 10 |
| Non-Qualified Stock Option (right to buy) | \$ 7.85 | 06/11/2007 | | M | 14,764 | 04/11/2007 04/11/2013 | Common Stock 14 |
| Non-Qualified Stock Option (right to buy) | \$ 7.425 | 06/11/2007 | | M | 17,106 | 05/23/2007 05/23/2013 | Common Stock 17 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Bradshaw Christopher 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903 | Sr. VP, WW Marketing |

Signatures

Nancy R. Thiel, Attorney-in-fact for Christopher
Bradshaw

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).

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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