

AUTODESK INC  
Form 4  
November 09, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Di Fronzo Pascal W

(Last) (First) (Middle)

111 MCINNIS PKWY

(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)  
11/05/2015

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)

SVP, General Counsel

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	11/05/2015		S <sup>(1)</sup>	618 D	\$ 60.14	55,187 <sup>(2)</sup>	D
Common Stock	11/06/2015		M	2,282 A	\$ 43.81	57,469 <sup>(2)</sup>	D
Common Stock	11/06/2015		M	4,593 A	\$ 43.81	62,062 <sup>(2)</sup>	D
Common Stock	11/06/2015		S <sup>(1)</sup>	6,875 D	\$ 63.85	55,187 <sup>(2)</sup>	D
Common Stock	11/06/2015		S <sup>(1)</sup>	11,805 D	\$ 63.78	43,382 <sup>(2)</sup>	D

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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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 43.81	11/06/2015		M		2,282		03/24/2015	03/24/2021	Common Stock	2
Non-Qualified Stock Option (Right to Buy)	\$ 43.81	11/06/2015		M		4,593		03/24/2012 <sup>(3)</sup>	03/24/2021	Common Stock	4

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Di Fronzo Pascal W 111 MCINNIS PKWY SAN RAFAEL, CA 94903	SVP, General Counsel

## Signatures

Andy Sewell, Attorney-in-Fact for Pascal Di  
Fronzo 11/09/2015

\*\*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 April 2, 2015.
- (2) The total securities beneficially owned includes 27,690 shares of unvested restricted stock units.
- (3) The option vests as to 6,875 shares on each of March 24, 2012, March 24, 2013 and March 24, 2014 and as to 4,593 shares on March 24, 2015.

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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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