

AUTODESK INC  
Form 4  
April 04, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**CASTINO ALFRED**

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94930

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AUTODESK INC [ADSK]**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/01/2005**

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)  
Sr, VP and CFO

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)	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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/01/2005		M	1,400 A \$ 6.36	19,032 <sup>(3)</sup>	D	
Common Stock	04/01/2005		M	5,600 A \$ 6.36	24,632 <sup>(3)</sup>	D	
Common Stock	04/01/2005		S <sup>(4)</sup>	1,200 D \$ 29.26	23,432 <sup>(3)</sup>	D	
Common Stock	04/01/2005		S <sup>(4)</sup>	100 D \$ 29.28	23,332 <sup>(3)</sup>	D	
Common Stock	04/01/2005		S <sup>(4)</sup>	100 D \$ 29.29	23,232 <sup>(3)</sup>	D	

Edgar Filing: AUTODESK INC - Form 4

Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.3	23,032 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.31	22,832 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.32	22,632 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	244	D	\$ 29.33	22,388 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	836	D	\$ 29.34	21,552 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.35	21,352 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	500	D	\$ 29.37	20,852 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	100	D	\$ 29.38	20,752 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	120	D	\$ 29.4	20,632 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.41	20,432 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	600	D	\$ 29.42	19,832 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	800	D	\$ 29.43	19,032 <sup>(3)</sup>	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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	Am
									Ar
									or
									Nr
									of

Instrument	Exercise Price	Grant Date	Expiration Date	Number of Shares	Underlying Instrument	Acquired On	Termination Date	Class of Stock
Incentive Stock Options (right to buy)	\$ 6.36	04/01/2005		1,400	M	09/26/2004 <sup>(1)</sup>	09/26/2012	Common Stock
Non-Qualified Stock Options (right to buy)	\$ 6.36	04/01/2005		5,600	M	09/26/2004 <sup>(2)</sup>	09/26/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASTINO ALFRED 111 MCINNIS PARKWAY SAN RAFAEL, CA 94930			Sr, VP and CFO	

## Signatures

Nancy R. Thiel, Attorney-in-fact for Alfred J. Castino

04/04/2005

\_\_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 15,722 each beginning on 09/26/2002.
- (2) The option vests in four equal annual installments of 44,278 each beginning on 09/26/2002
- (3) Includes shares acquired in March 2005 pursuant to the Issuer's Employee Stock Purchase Plan.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 17, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.