AUTODESK INC
Form 4
November 21, 2007

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
11/20/2007

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)
Exec. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/20/2007		M		12,500	A	$ 9.7	43,807 (1)	D	
Common Stock	11/20/2007		S(2)		1,000	D	$ 46.11	42,807	D	
Common Stock	11/20/2007		S(2)		600	D	$ 46.12	42,207	D	
Common Stock	11/20/2007		S(2)		2,400	D	$ 46.14	39,807	D	
Common Stock	11/20/2007		S(2)		300	D	$ 46.15	39,507	D	

Common Stock	11/20/2007	S[(2)]	73	D	$ 46.16	39,434	D
Common Stock	11/20/2007	S[(2)]	100	D	$ 46.175	39,334	D
Common Stock	11/20/2007	S[(2)]	1,188	D	$ 46.18	38,146	D
Common Stock	11/20/2007	S[(2)]	500	D	$ 46.19	37,646	D
Common Stock	11/20/2007	S[(2)]	233	D	$ 46.2	37,413	D
Common Stock	11/20/2007	S[(2)]	2,500	D	$ 46.21	34,913	D
Common Stock	11/20/2007	S[(2)]	700	D	$ 46.22	34,213	D
Common Stock	11/20/2007	S[(2)]	600	D	$ 46.23	33,613	D
Common Stock	11/20/2007	S[(2)]	500	D	$ 46.28	33,113	D
Common Stock	11/20/2007	S[(2)]	571	D	$ 46.29	32,542	D
Common Stock	11/20/2007	S[(2)]	235	D	$ 46.3	32,307	D
Common Stock	11/20/2007	S[(2)]	300	D	$ 46.31	32,007	D
Common Stock	11/20/2007	S[(2)]	200	D	$ 46.32	31,807	D
Common Stock	11/20/2007	S[(2)]	100	D	$ 46.325	31,707	D
Common Stock	11/20/2007	S[(2)]	400	D	$ 46.33	31,307	D

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

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Ar Underlying Se (Instr. 3 and 4)

	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	$ 9.7	11/20/2007		M		12,500		11/20/2007(3)	11/20/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bado George M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Exec. VP, Worldwide Sales	

Signatures

Diane Cree, Attorney-in-Fact for George M. Bado	11/21/2007
**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) Includes shares acquired on September 28, 2007, pursuant to the Issuer's Employee Stock Purchase Plan.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2007.

(3) The option vests in four equal annual installments of 12,500 shares each beginning on November 20, 2003.

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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