

AUTODESK INC

Form 4

January 22, 2008

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 *
BARTZ CAROL

(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)
01/22/2008

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) below)

Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/22/2008		S ⁽¹⁾		200	D	\$ 40.065	1,185,313	D
Common Stock	01/22/2008		S ⁽¹⁾		1,600	D	\$ 40.43	1,183,713	D
Common Stock	01/22/2008		S ⁽¹⁾		8,679	D	\$ 40.37	1,175,034	D
Common Stock	01/22/2008		S ⁽¹⁾		2,200	D	\$ 39.69	1,172,834	D
Common Stock	01/22/2008		S ⁽¹⁾		1,700	D	\$ 39.95	1,171,134	D

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Common Stock	01/22/2008	<u>S(1)</u>	1,100	D	\$ 39.96	1,170,034	D
Common Stock	01/22/2008	<u>S(1)</u>	2,100	D	\$ 39.61	1,167,934	D
Common Stock	01/22/2008	<u>S(1)</u>	4,143	D	\$ 40.44	1,163,791	D
Common Stock	01/22/2008	<u>S(1)</u>	2,400	D	\$ 40.45	1,161,391	D
Common Stock	01/22/2008	<u>S(1)</u>	100	D	\$ 40.0075	1,161,291	D
Common Stock	01/22/2008	<u>S(1)</u>	8,000	D	\$ 40.28	1,153,291	D
Common Stock	01/22/2008	<u>S(1)</u>	500	D	\$ 40.04	1,152,791	D
Common Stock	01/22/2008	<u>S(1)</u>	1,700	D	\$ 40.03	1,151,091	D
Common Stock	01/22/2008	<u>S(1)</u>	2,600	D	\$ 40	1,148,491	D
Common Stock	01/22/2008	<u>S(1)</u>	500	D	\$ 40.02	1,147,991	D
Common Stock	01/22/2008	<u>S(1)</u>	1,500	D	\$ 40.19	1,146,491	D
Common Stock	01/22/2008	<u>S(1)</u>	2,200	D	\$ 40.18	1,144,291	D
Common Stock	01/22/2008	<u>S(1)</u>	4,000	D	\$ 40.01	1,140,291	D
Common Stock	01/22/2008	<u>S(1)</u>	3,000	D	\$ 40.1	1,137,291	D
Common Stock	01/22/2008	<u>S(1)</u>	1,200	D	\$ 40.08	1,136,091	D
Common Stock	01/22/2008	<u>S(1)</u>	2,086	D	\$ 40.15	1,134,005	D
Common Stock	01/22/2008	<u>S(1)</u>	1,465	D	\$ 40.09	1,132,540	D
Common Stock	01/22/2008	<u>S(1)</u>	1,100	D	\$ 40.23	1,131,440	D
Common Stock	01/22/2008	<u>S(1)</u>	1,300	D	\$ 40.07	1,130,140	D
Common Stock	01/22/2008	<u>S(1)</u>	7,613	D	\$ 40.22	1,122,527	D
	01/22/2008	<u>S(1)</u>	4,000	D	\$ 40.29	1,118,527	D

Common
Stock

Common Stock	01/22/2008	S ⁽¹⁾	3,800	D	\$ 40.42	1,114,727	D
Common Stock	01/22/2008	S ⁽¹⁾	4,494	D	\$ 40.34	1,110,233	D
Common Stock	01/22/2008	S ⁽¹⁾	1,600	D	\$ 40.26	1,108,633	D
Common Stock	01/22/2008	S ⁽¹⁾	4,600	D	\$ 39.99	1,104,033	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTZ CAROL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		Executive Chairman	

Signatures

Nancy R. Thiel, Attorney-in-Fact for Carol Bartz	01/22/2008
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__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 June 14, 2007.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on the Form 4 dated 01/22/2008 for Ms. Bartz, the additional line

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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