

AUTODESK INC  
Form 4  
February 19, 2008

**FORM 4**

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

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).

**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 \*  
**BASS CARL**

(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)  
**02/15/2008**

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)

President and CEO

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	02/15/2008		M		10,000	A	\$ 8.725
Common Stock	02/15/2008		S <sup>(1)</sup>		200	D	\$ 38.22
Common Stock	02/15/2008		S <sup>(1)</sup>		199	D	\$ 38.24
Common Stock	02/15/2008		S <sup>(1)</sup>		800	D	\$ 38.25
Common Stock	02/15/2008		S <sup>(1)</sup>		1,914	D	\$ 38.26

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Common Stock	02/15/2008	S <sup>(1)</sup>	200	D	\$ 38.27	36,017	D
Common Stock	02/15/2008	S <sup>(1)</sup>	400	D	\$ 38.28	35,617	D
Common Stock	02/15/2008	S <sup>(1)</sup>	300	D	\$ 38.29	35,317	D
Common Stock	02/15/2008	S <sup>(1)</sup>	886	D	\$ 38.31	34,431	D
Common Stock	02/15/2008	S <sup>(1)</sup>	400	D	\$ 38.32	34,031	D
Common Stock	02/15/2008	S <sup>(1)</sup>	200	D	\$ 38.34	33,831	D
Common Stock	02/15/2008	S <sup>(1)</sup>	500	D	\$ 38.35	33,331	D
Common Stock	02/15/2008	S <sup>(1)</sup>	201	D	\$ 38.37	33,130	D
Common Stock	02/15/2008	S <sup>(1)</sup>	200	D	\$ 38.38	32,930	D
Common Stock	02/15/2008	S <sup>(1)</sup>	300	D	\$ 38.39	32,630	D
Common Stock	02/15/2008	S <sup>(1)</sup>	100	D	\$ 38.4	32,530	D
Common Stock	02/15/2008	S <sup>(1)</sup>	200	D	\$ 38.43	32,330	D
Common Stock	02/15/2008	S <sup>(1)</sup>	600	D	\$ 38.45	31,730	D
Common Stock	02/15/2008	S <sup>(1)</sup>	100	D	\$ 38.46	31,630	D
Common Stock	02/15/2008	S <sup>(1)</sup>	2,300	D	\$ 38.51	29,330	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	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 Underlying Security (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V (A) (D)			
Non-Qualified Stock Option (right to buy)	\$ 8.725	02/15/2008	M	10,000	09/25/2007 <sup>(2)</sup>	09/25/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASS CARL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		President and CEO	

## Signatures

Nancy R. Thiel, Attorney-in-fact for Carl Bass

02/19/2008

\*\*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 29, 2007.
- (2) The option vests in four equal annual installments of 50,000 shares each beginning on September 25, 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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