

AUTODESK INC
Form 4
March 07, 2006

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 *
SCHEID STEVEN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 MCINNIS PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN RAFAEL 94903
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 or Price		
Common Stock	03/03/2006		M		26,400 A \$ 7.3	35,923	D
Common Stock	03/03/2006		M		30,600 A \$ 8.424	66,523	D
Common Stock	03/03/2006		S		4,635 D \$ 40	61,888	D
Common Stock	03/03/2006		S		575 D \$ 40.01	61,313	D
Common Stock	03/03/2006		S		800 D \$ 40.02	60,513	D
	03/03/2006		S		1,484 D	59,029	D

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Common Stock					\$ 40.03		
Common Stock	03/03/2006	S	1,500	D	\$ 40.04	57,529	D
Common Stock	03/03/2006	S	2,100	D	\$ 40.05	55,429	D
Common Stock	03/03/2006	S	2,448	D	\$ 40.06	52,981	D
Common Stock	03/03/2006	S	9,329	D	\$ 40.07	43,652	D
Common Stock	03/03/2006	S	200	D	\$ 40.08	43,452	D
Common Stock	03/03/2006	S	750	D	\$ 40.09	42,702	D
Common Stock	03/03/2006	S	400	D	\$ 40.1	42,302	D
Common Stock	03/03/2006	S	100	D	\$ 40.11	42,202	D
Common Stock	03/03/2006	S	100	D	\$ 40.12	42,102	D
Common Stock	03/03/2006	S	200	D	\$ 40.14	41,902	D
Common Stock	03/03/2006	S	900	D	\$ 40.15	41,002	D
Common Stock	03/03/2006	S	1,600	D	\$ 40.16	39,402	D
Common Stock	03/03/2006	S	100	D	\$ 40.18	39,302	D
Common Stock	03/03/2006	S	1,000	D	\$ 40.2	38,302	D
Common Stock	03/03/2006	S	100	D	\$ 40.21	38,202	D
Common Stock	03/03/2006	S	1,000	D	\$ 40.25	37,202	D
Common Stock	03/03/2006	S	309	D	\$ 40.26	36,893	D
Common Stock	03/03/2006	S	200	D	\$ 40.28	36,693	D
Common Stock	03/03/2006	S	800	D	\$ 40.3	35,893	D
	03/03/2006	S	100	D		35,793	D

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Common Stock						\$ 40.31		
Common Stock	03/03/2006		S	2,000	D	\$ 40.34	33,793	D
Common Stock	03/03/2006		S	1,400	D	\$ 40.35	32,393	D
Common Stock	03/03/2006		S	100	D	\$ 40.36	32,293	D
Common Stock	03/03/2006		S	2,400	D	\$ 40.38	29,893	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option	\$ 7.3	03/03/2006		M	26,400	12/12/2005 ⁽¹⁾ 12/12/2012	Common Stock	
Non-Qualified Stock Option	\$ 8.424	03/03/2006		M	30,600	06/17/2004 ⁽²⁾ 06/19/2013	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHEID STEVEN 111 MCINNIS PARKWAY SAN RAFAEL 94903		X		

Signatures

Nancy R. Thiel, Attorney-in-fact for Steven
Scheid

03/07/2006

__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 over a 3-year period beginning on 12/12/2002 at the rate of 27,200 on the first anniversary and 26,400 on each of the second and third anniversaries.
- (2) The options shall vest and become exercisable on 6/17/2004.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 03/07/2006 for Mr. Scheid, the additional I

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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