

AUTODESK INC

Form 4

July 06, 2005

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)

111MCINNIS 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)
07/05/2005

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)

Chairman, President & 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	07/05/2005		M		37,476	A	\$ 6.9063	1,037,868	D
Common Stock	07/05/2005		M		12,524	A	\$ 6.0313	1,050,392	D
Common Stock	07/05/2005		S ⁽¹⁾		10,000	D	\$ 34.0062	1,040,392	D
Common Stock	07/05/2005		S ⁽¹⁾		10,000	D	\$ 33.9366	1,030,392	D
Common Stock	07/05/2005		S ⁽¹⁾		10,000	D	\$ 34.0007	1,020,392	D

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Common Stock	07/05/2005	S ⁽¹⁾	10,000	D	\$ 34.29	1,010,392	D
Common Stock	07/05/2005	S ⁽¹⁾	10,000	D	\$ 34.3206	1,000,392	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	Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 6.9063	07/05/2005		M		37,476		05/28/2000 ⁽²⁾	05/28/2009	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.0313	07/05/2005		M		12,524		09/08/2002 ⁽³⁾	09/08/2009	Common Stock	

Reporting Owners

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

Signatures

Andrew Chew, Attorney-in-fact for Carol Bartz

07/06/2005

 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2002, as amended.
- (2) The option vests over a three-year period beginning on 05/28/1999 at the rate of 136,000 shares on the first anniversary, 132,000 shares on the second anniversary and 117,524 shares on the third anniversary.
- (3) The option vests over a three-year period beginning on 09/08/1999 at the rate of 272,000 shares on the first anniversary, 264,000 shares on the second anniversary and 263,996 shares on the third anniversary.

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