

AUTODESK INC

Form 4

July 27, 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

OMB  
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2005  
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response... 0.5

(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)  
**07/27/2005**

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 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                    | 07/27/2005                           |                                                    | M                              |                                                                   | 50,000 | A          | \$ 6.9063                                                                                     | 1,050,392                                                | D                                                     |
| Common Stock                    | 07/27/2005                           |                                                    | S <sup>(1)</sup>               |                                                                   | 10,000 | D          | \$ 34.2265                                                                                    | 1,040,392                                                | D                                                     |
| Common Stock                    | 07/27/2005                           |                                                    | S <sup>(1)</sup>               |                                                                   | 10,000 | D          | \$ 34.1845                                                                                    | 1,030,392                                                | D                                                     |
| Common Stock                    | 07/27/2005                           |                                                    | S <sup>(1)</sup>               |                                                                   | 10,000 | D          | \$ 34.1831                                                                                    | 1,020,392                                                | D                                                     |
| Common Stock                    | 07/27/2005                           |                                                    | S <sup>(1)</sup>               |                                                                   | 10,000 | D          | \$ 34.1669                                                                                    | 1,010,392                                                | D                                                     |

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Common Stock 07/27/2005 S(1) 10,000 D \$ 34.1252 1,000,392 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 6.9063                                              | 07/27/2005                           |                                                    | M                              | 50,000                                                                                  | 05/28/2001 <sup>(2)</sup> 05/28/2009                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                             |       |
|------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                     | Other |
| BARTZ CAROL<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 | X             |           | Chairman, President and CEO |       |

## Signatures

Nancy R. Thiel, Attorney-in-fact for Carol Bartz 07/27/2005

\_\_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.

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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