

AUTODESK INC

Form 3

March 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Hanspal Amarpreet

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94903

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/22/2007

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 Sr. VP, PG&P

5. 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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

0

D

H

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	08/13/2003 ⁽¹⁾	08/13/2012	Common Stock	3,300	\$ 5.45	D	Â
Non-Qualified Stock Option (right to buy)	05/23/2004 ⁽²⁾	05/23/2013	Common Stock	3,960	\$ 7.425	D	Â
Non-Qualified Stock Option (right to buy)	02/09/2005 ⁽³⁾	02/09/2014	Common Stock	7,920	\$ 13.405	D	Â
Non-Qualified Stock Option (right to buy)	09/15/2005 ⁽⁴⁾	09/15/2014	Common Stock	40,000	\$ 23.625	D	Â
Non-Qualified Stock Option (right to buy)	02/10/2006 ⁽⁵⁾	02/10/2012	Common Stock	20,000	\$ 29.37	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2007 ⁽⁶⁾	03/09/2012	Common Stock	16,500	\$ 38	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanspal Amarpreet 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â Sr. VP, PG&P	Â

Signatures

Nancy R. Thiel, Attorney-in-fact for Amarpreet
Hanspal 03/30/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 08/13/2002 at the rate of 3,400 shares on the first anniversary and 3,300 shares on each of the second and third anniversaries.
- (2) The option vests over a 3-year period beginning on 05/23/2003 at the rate of 4,080 shares on the first anniversary and 3,960 shares on each of the second and third anniversaries.
- (3) The option vests over a 3-year period beginning on 02/09/2004 at the rate of 4,080 shares on the first anniversary and 3,960 shares on each of the second and third anniversaries.
- (4) The option vests over a 3-year period beginning on 09/15/2004 at the rate of 13,600 shares on the first anniversary and 13,200 shares on each of the second and third anniversaries.
- (5) The option vests in four equal annual installments of 5,000 shares beginning on 02/10/2005.
- (6) The option vests in four equal annual installments of 4,125 shares beginning on 03/09/2006.

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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