AUTODESK INC
Form 4
June 06, 2007

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CASTINO ALFRED

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94930

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	06/05/2007		M		60,000	A	$ 6.36	100,291 (2)	D	
Common Stock	06/05/2007		M		24,000	D	$ 8.725	124,291 (2)	D	
Common Stock	06/05/2007		M		6,000	D	$ 14.4	130,291 (2)	D	
Common Stock	06/05/2007		S(1)		1,600	D	$ 44.45	128,691 (2)	D	
Common Stock	06/05/2007		S(1)		8,500	D	$ 44.44	120,191 (2)	D	

Common Stock	06/05/2007	S[(1)]	6,512	D	$ 44.43	113,679 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	4,599	D	$ 44.42	109,080 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	11,704	D	$ 44.41	97,376 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	16,562	D	$ 44.4	80,814 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	17,346	D	$ 44.39	63,468 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	15,770	D	$ 44.38	47,698 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	3,535	D	$ 44.37	44,163 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	2,550	D	$ 44.36	41,613 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	1,300	D	$ 44.35	40,313 [(2)]	D	
Common Stock	06/05/2007	S[(1)]	100	D	$ 44.34	40,213 [(2)]	D	

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

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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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A c N c
Non-Qualified Stock Options (right to buy)	$ 6.36	06/05/2007		M			44,278	09/26/2006	09/26/2012	Common Stock	
Incentive	$ 6.36	06/05/2007		M			15,722	09/26/2006	09/26/2012	Common	

Stock Options (right to buy)							Stock
Non-Qualified Stock Options (right to buy)	$ 8.725	06/05/2007	M	24,000	09/25/2006(3)	09/25/2013	Common Stock
Non-Qualified Stock Options (right to buy)	$ 14.4	06/05/2007	M	6,000	03/18/2005(4)	03/18/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASTINO ALFRED 111 MCINNIS PARKWAY SAN RAFAEL, CA 94930			Sr. VP and CFO	

Signatures

Nancy R. Thiel, Attorney-in-fact for Alfred J. Castino	06/06/2007
**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 December 14, 2005.

(2) Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.

(3) The option vests over a 4-year period beginning on September 25, 2003 at the rate of 20,000 shares on each of the first, second and third anniversaries, and 8,540 shares on the fourth anniversary.

(4) The option vests over a 4-year period beginning on March 18, 2004 at the rate of 37,500 shares on each of the first, second and third anniversaries, and 30,556 shares on the fourth 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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