

AUTODESK INC

Form 4

June 14, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHEID STEVEN

(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)
06/13/2007

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)

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	06/13/2007		M		40,000	A	\$ 19.555	49,472	D
Common Stock	06/13/2007		M		20,000	A	\$ 35	69,472	D
Common Stock	06/13/2007		S		480	D	\$ 46.5	68,992	D
Common Stock	06/13/2007		S		6,900	D	\$ 46.49	62,092	D
Common Stock	06/13/2007		S		10,243	D	\$ 46.48	51,849	D
	06/13/2007		S		6,482	D	\$ 46.47	45,367	D

Edgar Filing: AUTODESK INC - Form 4

Common
Stock

Common Stock	06/13/2007	S	4,300	D	\$ 46.46	41,067	D
Common Stock	06/13/2007	S	200	D	\$ 46.45	40,867	D
Common Stock	06/13/2007	S	100	D	\$ 46.42	40,767	D
Common Stock	06/13/2007	S	12,442	D	\$ 46.4	28,325	D
Common Stock	06/13/2007	S	9,014	D	\$ 46.39	19,311	D
Common Stock	06/13/2007	S	9,839	D	\$ 46.38	9,472	D
Common Stock	06/13/2007	S	100	D	\$ 45.86	9,372	D
Common Stock	06/13/2007	S	300	D	\$ 45.85	9,072	D
Common Stock	06/13/2007	S	450	D	\$ 45.84	8,622	D
Common Stock	06/13/2007	S	1,100	D	\$ 45.83	7,522	D
Common Stock	06/13/2007	S	100	D	\$ 45.82	7,422	D
Common Stock	06/13/2007	S	800	D	\$ 45.81	6,622	D
Common Stock	06/13/2007	S	300	D	\$ 45.8	6,322	D
Common Stock	06/13/2007	S	3,300	D	\$ 45.7905	3,022	D
Common Stock	06/13/2007	S	406	D	\$ 45.78	2,616	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)

Edgar Filing: AUTODESK INC - Form 4

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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Options (right to buy)	\$ 19.555	06/13/2007		M	40,000 (1)	06/23/2005(2) 06/17/2014	Common Stock
Non-Qualified Stock Options (right to buy)	\$ 35	06/13/2007		M	20,000	06/08/2006(3) 06/23/2015	Common Stock

Reporting Owners

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

Signatures

Andrew Chew, Attorney-in-fact for Steven Scheid 06/14/2007

____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) 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, pursuant to the terms of the Company's 2000 Directors' Option Plan.
- (2) The option became fully vested and exercisable on June 23, 2005.
- (3) The option became fully vested and exercisable on June 8, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.