

AUTODESK INC

Form 4

June 15, 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TAYLOR MARY ALICE

(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)  
06/14/2007

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	06/14/2007		M		40,000	A	\$ 8.875	91,178	D
Common Stock	06/14/2007		M		40,000	A	\$ 8.855	131,178	D
Common Stock	06/14/2007		S		19,245	D	\$ 45.2	111,933	D
Common Stock	06/14/2007		S		1,207	D	\$ 45.21	110,726	D
Common Stock	06/14/2007		S		7,069	D	\$ 45.22	103,657	D
	06/14/2007		S		3,779	D		99,878	D

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Common Stock					\$ 45.23		
Common Stock	06/14/2007	S	8,200	D	\$ 45.24	91,678	D
Common Stock	06/14/2007	S	500	D	\$ 45.25	91,178	D
Common Stock	06/14/2007	S	2,400	D	\$ 45.3	88,778	D
Common Stock	06/14/2007	S	59	D	\$ 45.31	88,719	D
Common Stock	06/14/2007	S	1,600	D	\$ 45.32	87,119	D
Common Stock	06/14/2007	S	16,243	D	\$ 45.34	70,876	D
Common Stock	06/14/2007	S	13,126	D	\$ 45.35	57,750	D
Common Stock	06/14/2007	S	3,800	D	\$ 45.36	53,950	D
Common Stock	06/14/2007	S	2,772	D	\$ 45.37	51,178	D

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

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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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.875	06/14/2007		M		40,000 (1)		06/22/2003(2)	06/22/2010	Common Stock
Non-Qualified	\$ 8.855	06/14/2007		M		40,000		06/21/2004(3)	06/21/2011	Common

Stock Option  
(right to buy)

(1)

Stock

## Reporting Owners

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

## Signatures

Andrew Chew, Attorney-in-fact for Mary Alice  
Taylor

06/15/2007

\_\_\_\_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 vested over a three-year period beginning on June 22, 2000 at the rate of 13,600 shares on the first anniversary, and 13,200 shares on each of the second and third anniversaries.
- (3) The option vested over a three-year period beginning on June 21, 2001 at the rate of 13,600 shares on the first anniversary, and 13,200 shares on each of the second and third anniversaries.

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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