

AUTODESK INC

Form 4

June 28, 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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Di Fronzo Pascal W

(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)  
06/27/2007

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, Gen'l Counsel &amp; Secy

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/27/2007		M	10,000 A	\$ 38 12,002	D	
Common Stock	06/27/2007		M	10,000 A	\$ 31.67 22,002	D	
Common Stock	06/27/2007		M	5,695 A	\$ 29.37 27,697	D	
Common Stock	06/27/2007		M	6,600 A	\$ 17.365 34,297	D	
Common Stock	06/27/2007		S	32,295 D	\$ 47 2,002	D	

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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 Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 38	06/27/2007		M	10,000	03/09/2007 <sup>(1)</sup> 03/09/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.67	06/27/2007		M	10,000	04/14/2007 <sup>(2)</sup> 04/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.37	06/27/2007		M	5,695	02/10/2007 <sup>(3)</sup> 02/10/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.365	06/27/2007		M	6,600	05/14/2007 <sup>(4)</sup> 05/14/2014	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Di Fronzo Pascal W 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Sr. VP, Gen'l Counsel & Secy

## Signatures

Diane Cree, Attorney-in-Fact for Pascal W. Di  
Fronzo

06/28/2007

\*\*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 option vests in four equal annual installments of 10,000 shares beginning on March 9, 2006.

(2) The option vests in four equal annual installments of 5,000 shares beginning on April 14, 2005.

(3) The option vests over a 3-year period beginning on February 10, 2005, at the rate of 2,890 shares on the first year anniversary and 2,805 shares on each of the second and third year anniversaries.

(4) The option vests over a 3-year period beginning on May 14, 2004, at the rate of 3,400 shares on the first year anniversary and 3,300 shares on each of the second and third year 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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