

BARTZ CAROL  
Form 4  
December 11, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARTZ CAROL**

(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)  
**12/07/2007**

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)  
Executive Chairman

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	12/07/2007		S <sup>(1)</sup>		7,134	D	\$ 47.71	1,205,676	D
Common Stock	12/07/2007		S <sup>(1)</sup>		800	D	\$ 47.57	1,204,876	D
Common Stock	12/07/2007		S <sup>(1)</sup>		2,300	D	\$ 47.65	1,202,576	D
Common Stock	12/07/2007		S <sup>(1)</sup>		100	D	\$ 47.6	1,202,476	D
Common Stock	12/07/2007		S <sup>(1)</sup>		200	D	\$ 47.61	1,202,276	D

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Common Stock	12/07/2007	<u>S(1)</u>	1,300	D	\$ 47.62	1,200,976	D
Common Stock	12/07/2007	<u>S(1)</u>	4,200	D	\$ 47.69	1,196,776	D
Common Stock	12/07/2007	<u>S(1)</u>	2,320	D	\$ 47.64	1,194,456	D
Common Stock	12/07/2007	<u>S(1)</u>	700	D	\$ 47.67	1,193,756	D
Common Stock	12/07/2007	<u>S(1)</u>	3,300	D	\$ 47.85	1,190,456	D
Common Stock	12/07/2007	<u>S(1)</u>	2,600	D	\$ 47.76	1,187,856	D
Common Stock	12/07/2007	<u>S(1)</u>	13,300	D	\$ 47.73	1,174,556	D
Common Stock	12/07/2007	<u>S(1)</u>	5,966	D	\$ 47.72	1,168,590	D
Common Stock	12/07/2007	<u>S(1)</u>	6,683	D	\$ 47.74	1,161,907	D
Common Stock	12/07/2007	<u>S(1)</u>	1,000	D	\$ 47.84	1,160,907	D
Common Stock	12/07/2007	<u>S(1)</u>	400	D	\$ 47.87	1,160,507	D
Common Stock	12/07/2007	<u>S(1)</u>	2,100	D	\$ 47.83	1,158,407	D
Common Stock	12/07/2007	<u>S(1)</u>	3,042	D	\$ 47.77	1,155,365	D
Common Stock	12/07/2007	<u>S(1)</u>	800	D	\$ 47.79	1,154,565	D
Common Stock	12/07/2007	<u>S(1)</u>	4,423	D	\$ 47.75	1,150,142	D
Common Stock	12/07/2007	<u>S(1)</u>	1,600	D	\$ 47.9	1,148,542	D
Common Stock	12/07/2007	<u>S(1)</u>	1,100	D	\$ 47.89	1,147,442	D
Common Stock	12/07/2007	<u>S(1)</u>	2,800	D	\$ 47.91	1,144,642	D
Common Stock	12/07/2007	<u>S(1)</u>	5,226	D	\$ 48.04	1,139,416	D
Common Stock	12/07/2007	<u>S(1)</u>	8,893	D	\$ 48.03	1,130,523	D
	12/07/2007	<u>S(1)</u>	385	D		1,130,138	D

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Common Stock						\$ 48.005	
Common Stock	12/07/2007	S <sup>(1)</sup>	200	D		\$ 48.025 1,129,938	D
Common Stock	12/07/2007	S <sup>(1)</sup>	9,914	D	\$ 48.02	1,120,024	D
Common Stock	12/07/2007	S <sup>(1)</sup>	4,100	D	\$ 48.07	1,115,924	D
Common Stock	12/07/2007	S <sup>(1)</sup>	12,500	D	\$ 48.05	1,103,424	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARTZ CAROL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X Executive Chairman

## Signatures

Nancy R. Thiel, Attorney-in-Fact for Carol Bartz 12/11/2007

\_\_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 June 14, 2007.

### Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on the Form 4 dated 12/11/2007 for Ms. Bartz, the additional line

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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