

AUTODESK INC

Form 4

January 17, 2008

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 *
BASS CARL

(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)
01/16/2008

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)

President and CEO

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)
Common Stock	01/16/2008		M	10,000	A \$ 8.725	39,330	D
Common Stock	01/16/2008		S ⁽¹⁾	300	D \$ 41.13	39,030	D
Common Stock	01/16/2008		S ⁽¹⁾	1,600	D \$ 41.16	37,430	D
Common Stock	01/16/2008		S ⁽¹⁾	1,900	D \$ 41.17	35,530	D
Common Stock	01/16/2008		S ⁽¹⁾	1,200	D \$ 41.18	34,330	D

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Common Stock	01/16/2008	S ⁽¹⁾	300	D	\$ 41.19	34,030	D
Common Stock	01/16/2008	S ⁽¹⁾	2,400	D	\$ 41.2	31,630	D
Common Stock	01/16/2008	S ⁽¹⁾	300	D	\$ 41.21	31,330	D
Common Stock	01/16/2008	S ⁽¹⁾	200	D	\$ 41.23	31,130	D
Common Stock	01/16/2008	S ⁽¹⁾	300	D	\$ 41.25	30,830	D
Common Stock	01/16/2008	S ⁽¹⁾	700	D	\$ 41.26	30,130	D
Common Stock	01/16/2008	S ⁽¹⁾	100	D	\$ 41.27	30,030	D
Common Stock	01/16/2008	S ⁽¹⁾	500	D	\$ 41.3	29,530	D
Common Stock	01/16/2008	S ⁽¹⁾	100	D	\$ 41.31	29,430	D
Common Stock	01/16/2008	S ⁽¹⁾	100	D	\$ 41.33	29,330	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.

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(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	Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 8.725	01/16/2008		M		10,000		09/25/2006 ⁽²⁾	09/25/2013	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASS CARL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		President and CEO	

Signatures

Nancy R. Thiel, Attorney-in-fact for Carl Bass	01/17/2008
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____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 29, 2007.

(2) The option vests in four equal annual installments of 50,000 shares each beginning on September 25, 2003.

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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