

AUTODESK INC

Form 4

August 22, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bado George M

(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)
08/21/2007

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)

Exec. VP, Worldwide Sales

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/21/2007		M		34,474	A	\$ 7.605	49,602	D
Common Stock	08/21/2007		M		30,000	A	\$ 17.525	79,602	D
Common Stock	08/21/2007		S		7,000	D	\$ 45.89	72,602	D
Common Stock	08/21/2007		S		7,000	D	\$ 45.84	65,602	D
Common Stock	08/21/2007		S		9,552	D	\$ 45.85	56,050	D

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Common Stock	08/21/2007	S	10,910	D	\$ 45.8	45,140	D
Common Stock	08/21/2007	S	7,922	D	\$ 45.7	37,218	D
Common Stock	08/21/2007	S	400	D	\$ 45.72	36,818	D
Common Stock	08/21/2007	S	200	D	\$ 45.71	36,618	D
Common Stock	08/21/2007	S	15,775	D	\$ 45.75	20,843	D
Common Stock	08/21/2007	S	2,900	D	\$ 45.76	17,943	D
Common Stock	08/21/2007	S	2,815	D	\$ 45.81	15,128	D

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

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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 (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy)	\$ 7.605	08/21/2007		M		34,474		11/11/2006	11/11/2012	Common Stock	
Non-Qualified Stock Option (Right to Buy)	\$ 17.525	08/21/2007		M		30,000		04/05/2007 ⁽¹⁾	04/05/2014	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Bado George M
111 MCINNIS PARKWAY
SAN RAFAEL, CA 94903

Exec. VP, Worldwide Sales

Signatures

Nancy R. Thiel, Attorney-in-fact for George M.
Bado

08/22/2007

__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 over a 4-year period beginning on April 5, 2004 at the rate of 30,000 shares on each of the first, second and third anniversaries, and 23,910 shares on the fourth anniversary.

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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