AUTODESK INC
Form 4
August 31, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bhatt Jay

(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)
08/29/2007

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, AEC

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	08/29/2007		M		2,364	A	$ 8.105	17,000	D	
Common Stock	08/29/2007		M		2,810	A	$ 13.835	19,810	D	
Common Stock	08/29/2007		M		6,595	A	$ 17.525	26,405	D	
Common Stock	08/29/2007		S		52	D	$ 45.01	26,353	D	
Common Stock	08/29/2007		S		21,853	D	$ 45	4,500	D	

Common Stock	08/30/2007		M	1,905	A	$ 17.525	6,405	D
Common Stock	08/30/2007		M	20,000	A	$ 21.89	26,405	D
Common Stock	08/30/2007		S	21,905	D	$ 46	4,500	D

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

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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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
Non-qualified Stock Option (right to buy)	$ 8.105	08/29/2007		M			2,364	08/11/2006	08/11/2013	Common Stock	
Non-qualified Stock Option (right to buy)	$ 13.835	08/29/2007		M			2,810	02/09/2007	02/09/2014	Common Stock	
Non-qualified Stock Option (right to buy)	$ 17.525	08/29/2007		M			6,595	04/05/2007(1)	04/05/2014	Common Stock	
Non-qualified Stock Option (right to buy)	$ 17.525	08/30/2007		M			1,905	04/05/2007(1)	04/05/2014	Common Stock	
Non-qualified Stock Option (right to buy)	$ 21.89	08/30/2007		M			20,000	08/13/2007(2)	08/13/2014	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships

Director	10% Owner	Officer	Other

Bhatt Jay
111 MCINNIS PARKWAY
SAN RAFAEL, CA 94903

Sr. VP, AEC

Signatures

Nancy R. Thiel, Attorney-in-Fact for Jay Bhatt	08/31/2007
**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 5,000 shares on each of the first, second and third anniversaries, and 2,992 shares on the fourth anniversary.

(2) The option vests in four equal annual installments of 10,000 shares each beginning on August 13, 2004.

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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