

AUTODESK INC
Form 4
May 26, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEVERIDGE CRAWFORD 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)
05/25/2005

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)

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 Ownership (Instr. 4)
Common Stock	05/25/2005		M	V A	Amount \$ 20,000 Price 9.5938	39,606 ⁽¹⁾	D
Common Stock	05/25/2005		S		\$ 36.79	39,506 ⁽¹⁾	D
Common Stock	05/25/2005		S		\$ 36.8	37,406 ⁽¹⁾	D
Common Stock	05/25/2005		S		\$ 36.81	36,306 ⁽¹⁾	D
Common Stock	05/25/2005		S		\$ 36.82	32,902 ⁽¹⁾	D
Common Stock	05/25/2005		S		\$ 36.83	27,007 ⁽¹⁾	D

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Common
Stock

Common Stock	05/25/2005	S	1,531	D	\$ 36.84	25,476 ⁽¹⁾	D
Common Stock	05/25/2005	S	5,670	D	\$ 36.85	19,806 ⁽¹⁾	D
Common Stock	05/25/2005	S	200	D	\$ 36.89	19,606 ⁽¹⁾	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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 9.5938	05/25/2005		M	20,000	06/24/1999 ⁽²⁾ 06/26/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BEVERIDGE CRAWFORD W 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X

Signatures

Nancy R. Thiel, Attorney-in-fact for Crawford W. Beveridge	05/26/2005
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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 total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- (2) The option vests over a 3-year period beginning on 06/26/1997 at the rate of 13,600 shares on 06/25/1998, 13,200 shares on 06/24/1999 and 13,200 on 06/29/2000.

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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