

AUTODESK INC  
Form 3  
March 30, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Kross Robert		(Month/Day/Year)	AUTODESK INC [ADSK]	
(Last)	(First)	03/22/2007		
111 MCINNIS PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN RAFAEL,Â CAÂ 94903			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Sr. VP, MSD	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,550	D	Â
Common Stock	80 <sup>(13)</sup>	I	By Son
Common Stock	80 <sup>(13)</sup>	I	By Daughter

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Incentive Stock Option (right to buy)	07/19/2003 <sup>(1)</sup>	07/19/2012	Common Stock	10,002	\$ 6.26	D	Â
Non-Qualified Stock Option (right to buy)	07/19/2003 <sup>(2)</sup>	07/19/2012	Common Stock	4,998	\$ 6.26	D	Â
Incentive Stock Option (right to buy)	08/13/2003 <sup>(3)</sup>	08/13/2012	Common Stock	5,002	\$ 5.45	D	Â
Non-Qualified Stock Option (right to buy)	08/13/2003 <sup>(4)</sup>	08/13/2012	Common Stock	4,998	\$ 5.45	D	Â
Incentive Stock Option (right to buy)	05/23/2004 <sup>(5)</sup>	05/23/2013	Common Stock	8,866	\$ 7.425	D	Â
Non-Qualified Stock Option (right to buy)	05/23/2004 <sup>(6)</sup>	05/23/2013	Common Stock	13,634	\$ 7.425	D	Â
Incentive Stock Option (right to buy)	11/20/2004 <sup>(7)</sup>	11/20/2013	Common Stock	4,568	\$ 9.7	D	Â
Non-Qualified Stock Option (right to buy)	11/20/2004 <sup>(8)</sup>	11/20/2013	Common Stock	15,432	\$ 9.7	D	Â
Incentive Stock Option (right to buy)	04/05/2005 <sup>(9)</sup>	04/05/2014	Common Stock	6,090	\$ 16.42	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2005 <sup>(10)</sup>	04/05/2014	Common Stock	63,910	\$ 16.42	D	Â
Non-Qualified Stock Option (right to buy)	02/10/2006 <sup>(11)</sup>	02/10/2012	Common Stock	50,000	\$ 29.37	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2007 <sup>(12)</sup>	03/09/2012	Common Stock	35,000	\$ 38	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kross Robert 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â Sr. VP, MSD	Â

## Signatures

Nancy R. Thiel, Attorney-in-fact for Robert Kross 03/30/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 07/19/02 at the rate of 0 shares on each of the first and second anniversaries, 2 shares on the third anniversary and 10,000 shares on the fourth anniversary.
- (2) The option vests over a 3-year period beginning on 07/19/02 at the rate of 10,000 shares on the first anniversary and 9,999 shares on each of the second and third anniversaries.
- (3) The option vests over a 4-year period beginning on 08/13/2002 at the rate of 0 shares on each of the first and second anniversaries, 2 shares on the third anniversary and 5,000 shares on the fourth anniversary.
- (4) The option vests over a 3-year period beginning on 08/13/2002 at the rate of 5,000 shares on the first anniversary and 4,999 shares on each of the second and third anniversaries.
- (5) The option vests over a 4-year period beginning on 05/23/2003 at the rate of 0 shares on each of the first and second anniversaries, 1,366 shares on the third anniversary and 7,500 shares on the fourth anniversary.
- (6) The option vests over a 3-year period beginning on 05/23/2003 at the rate of 7,500 shares on the first and second anniversaries and 6,134 shares on the third anniversary.
- (7) The option vests over a 4-year period beginning on 11/20/2003 at the rate of 0 shares on each of the first, second and third anniversaries, and 4,568 shares on the fourth anniversary.
- (8) The option vests over a 4-year period beginning on 11/20/2003 at the rate of 5,000 shares on each of the first, second and third anniversaries, and 432 shares on the fourth anniversary.
- (9) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 0 shares on each of the first, second and third anniversaries, and 6.090 shares on the fourth anniversary.
- (10) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 17,500 shares on each of the first, second and third anniversaries, and 11,410 shares on the fourth anniversary.
- (11) The option vests in four equal annual installments of 12,500 shares beginning on 02/10/2005.
- (12) The option vests in four equal annual installments of 8,750 shares beginning on 03/09/2006.
- (13) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.