

AUTODESK INC
Form 4
June 28, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Di Fronzo Pascal 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)
06/27/2007

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)
Sr. VP, Gen'l Counsel & Secy

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/27/2007 | | M | | 10,000 A \$ 38 | 12,002 | D |
| Common Stock | 06/27/2007 | | M | | 10,000 A \$ 31.67 | 22,002 | D |
| Common Stock | 06/27/2007 | | M | | 5,695 A \$ 29.37 | 27,697 | D |
| Common Stock | 06/27/2007 | | M | | 6,600 A \$ 17.365 | 34,297 | D |
| Common Stock | 06/27/2007 | | S | | 32,295 D \$ 47 | 2,002 | D |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 38 | 06/27/2007 | | M | 10,000 | 03/09/2007 ⁽¹⁾ 03/09/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 31.67 | 06/27/2007 | | M | 10,000 | 04/14/2007 ⁽²⁾ 04/14/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 29.37 | 06/27/2007 | | M | 5,695 | 02/10/2007 ⁽³⁾ 02/10/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 17.365 | 06/27/2007 | | M | 6,600 | 05/14/2007 ⁽⁴⁾ 05/14/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Di Fronzo Pascal W 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903 | | | Sr. VP, Gen'l Counsel & Secy | |

Signatures

Diane Cree, Attorney-in-Fact for Pascal W. Di Fronzo
06/28/2007

**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 in four equal annual installments of 10,000 shares beginning on March 9, 2006.
- (2) The option vests in four equal annual installments of 5,000 shares beginning on April 14, 2005.
- (3) The option vests over a 3-year period beginning on February 10, 2005, at the rate of 2,890 shares on the first year anniversary and 2,805 shares on each of the second and third year anniversaries.
- (4) The option vests over a 3-year period beginning on May 14, 2004, at the rate of 3,400 shares on the first year anniversary and 3,300 shares on each of the second and third year anniversaries.

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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