

AUTODESK INC  
Form 4  
February 19, 2008

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BASS CARL**

(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)  
**02/15/2008**

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)

President and CEO

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	02/15/2008		M		10,000 A \$ 8.725	39,330	D
Common Stock	02/15/2008		S <sup>(1)</sup>		200 D \$ 38.22	39,130	D
Common Stock	02/15/2008		S <sup>(1)</sup>		199 D \$ 38.24	38,931	D
Common Stock	02/15/2008		S <sup>(1)</sup>		800 D \$ 38.25	38,131	D
Common Stock	02/15/2008		S <sup>(1)</sup>		1,914 D \$ 38.26	36,217	D

Edgar Filing: AUTODESK INC - Form 4

Common Stock	02/15/2008	<u>S</u> (1)	200	D	\$ 38.27	36,017	D
Common Stock	02/15/2008	<u>S</u> (1)	400	D	\$ 38.28	35,617	D
Common Stock	02/15/2008	<u>S</u> (1)	300	D	\$ 38.29	35,317	D
Common Stock	02/15/2008	<u>S</u> (1)	886	D	\$ 38.31	34,431	D
Common Stock	02/15/2008	<u>S</u> (1)	400	D	\$ 38.32	34,031	D
Common Stock	02/15/2008	<u>S</u> (1)	200	D	\$ 38.34	33,831	D
Common Stock	02/15/2008	<u>S</u> (1)	500	D	\$ 38.35	33,331	D
Common Stock	02/15/2008	<u>S</u> (1)	201	D	\$ 38.37	33,130	D
Common Stock	02/15/2008	<u>S</u> (1)	200	D	\$ 38.38	32,930	D
Common Stock	02/15/2008	<u>S</u> (1)	300	D	\$ 38.39	32,630	D
Common Stock	02/15/2008	<u>S</u> (1)	100	D	\$ 38.4	32,530	D
Common Stock	02/15/2008	<u>S</u> (1)	200	D	\$ 38.43	32,330	D
Common Stock	02/15/2008	<u>S</u> (1)	600	D	\$ 38.45	31,730	D
Common Stock	02/15/2008	<u>S</u> (1)	100	D	\$ 38.46	31,630	D
Common Stock	02/15/2008	<u>S</u> (1)	2,300	D	\$ 38.51	29,330	D

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

**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.**

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---

Edgar Filing: AUTODESK INC - Form 4

Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.725			M				09/25/2007 <sup>(2)</sup>	09/25/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASS CARL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		President and CEO	

## Signatures

Nancy R. Thiel, Attorney-in-fact for  
Carl Bass

02/19/2008

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2007.
- (2) The option vests in four equal annual installments of 50,000 shares each beginning on September 25, 2003.

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.