Hawkins Mark J Form 4 April 29, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hawkins Mark J Issuer Symbol AUTODESK INC [ADSK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 111 MCINNIS PARKWAY 04/27/2009 below) below) Exec. VP and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN RAFAEL, CA 94903

— Form filed by More than O
Person

(City) (State) (Zip) Table I. Non Dominative Securities Acquired Disposed of an Bonel

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common $A^{(1)}$ 04/27/2009 25,000 Α \$0 25,000 D Stock

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. Number of or 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 A Underlying S (Instr. 3 and 4 |
|---|---|--------------------------------------|---|--|--|--|--------------------|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 19.01 | 04/27/2009 | | A | 21,040 | 04/27/2010(2) | 04/27/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.01 | 04/27/2009 | | A | 128,960 | 04/27/2010(3) | 04/27/2016 | Common Stock |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hawkins Mark J

111 MCINNIS PARKWAY Exec. VP and CFO

SAN RAFAEL, CA 94903

Signatures

Nancy R. Thiel, Attorney-in-fact for Mark J.
Hawkins

04/29/2009

**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).
- The Reporting Person is entitled to receive one share of common stock for each restricted stock unit. These are restricted stock units that (1) will be fully vested on April 4, 2012, with a distribution date also on April 4, 2012. In the event the Reporting Person ceases to be a Section 16 Reporting Officer before these shares are fully vested they will be forfeited to the Issuer.
- (2) The option vests in four equal annual installments of 5,260 shares each beginning on April 27, 2009.
- (3) The option vests in four equal annual installments of 32,240 shares each beginning on April 27, 2009.

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.

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