

Blum Steven M
Form 4
March 08, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Blum Steven M

(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)
03/06/2013

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, WW Sales and Services

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)
			Code	V	Amount or Price		
Common Stock	03/06/2013		F		11,494 D \$ 39.94	64,173	D
Common Stock	03/07/2013		M		20,706 A \$ 32.9	84,879	D
Common Stock	03/07/2013		M		22,500 A \$ 17.525	107,379	D
Common Stock	03/07/2013		S		43,206 (1) D \$ 40	64,173	D

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 32.9	03/07/2013		M	20,706	<u>(2)</u> 03/12/2014	Common Stock	20,706
Non-Qualified Stock Option (right to buy)	\$ 17.525	03/07/2013		M	6,090	<u>(3)</u> 04/05/2014	Common Stock	6,090
Non-Qualified Stock Option (right to buy)	\$ 17.525	03/07/2013		M	16,410	<u>(4)</u> 04/05/2014	Common Stock	16,410

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blum Steven M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr. VP, WW Sales and Services	

Signatures

Nancy R. Thiel, Attorney-in-fact for Steven M. Blum
03/08/2013

__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 August 27, 2012.

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- (2) The option vested in four equal annual installments of 12,500 shares beginning on March 12, 2008, and was fully vested and exercisable as of the Transaction Date.
- (3) The option vested over a 4-year period beginning on June 29, 2007 at the rate of 0 shares on each of the first, second and third anniversaries, and 6,090 shares on the fourth anniversary. The option was fully vested and exercisable as of the Transaction Date.
The option vested over a 4-year period beginning on June 29, 2007 at the rate of 0 shares on each of the first and second anniversaries,
- (4) 22,500 shares on the third anniversary, and 16,410 shares on the fourth anniversary. The option was fully vested and exercisable as of the Transaction Date.

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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