BARTZ CAROL Form 4 June 24, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31,

Expires: Sanua Expires:

2005 age

0.5

burden hours per response...

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

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * BARTZ CAROL			2. Issuer Name <b>and</b> Ticker or Trading Symbol AUTODESK INC [ADSK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(enser an approach)	
			(Month/Day/Year)	_X_ Director 10% Owner	
111 MCINNIS PARKWAY			06/24/2005	_X_ Officer (give title Other (specify below)	
				Chairman, President and CEO	
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check	
			Filed(Month/Day/Year)	Applicable Line)	
SAN RAFAE	L, CA 94903	3		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	

### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 06/24/2005 M 50,000 Α \$ 6.0313 1,050,392 D Stock Common $S^{(1)}$ 06/24/2005 10,000 D 1,040,392 D Stock Common $S^{(1)}$ 06/24/2005 10,000 D D 1,030,392 Stock Common $S^{(1)}$ 06/24/2005 10,000 D 1,020,392 D 34.0053 Stock Common 06/24/2005 $S^{(1)}$ 10,000 D 1,010,392 D 33.9664 Stock

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Common Stock 06/24/2005  $S_{\underline{(1)}}$  10,000 D  $\begin{array}{c} \$ \\ 33.8777 \end{array}$  1,000,392 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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title [
Non-Qualified Stock Option (right to buy)	\$ 6.0313	06/24/2005		M	50,000	09/08/2002(2)	09/08/2009	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps				
	Director	10% Owner	Officer	Other	
BARTZ CAROL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		Chairman, President and CEO		

### **Signatures**

Nancy R. Thiel, Attorney-in-fact for Carol
Bartz
06/24/2005

\*\*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 May 21, 2002, as amended.
- (2) The option vests over a three-year period beginning on 09/08/1999 at the rate of 272,000 shares on the first anniversary, 264,000 shares on the second anniversary and 263,996 shares on the third anniversary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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