

AUTODESK INC

Form 3

March 30, 2007

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

^ Petit Marc

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/22/2007

3. Issuer Name **and** Ticker or Trading Symbol  
AUTODESK INC [ADSK]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

111 MCINNIS PARKWAY

(Street)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

Sr. VP, M&amp;E

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

SAN RAFAEL, CA 94903

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

0

D

^

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date Exercisable  
DateExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	03/09/2007 <sup>(1)</sup>	03/09/2012	Common Stock	17,500	\$ 38	D	Â
Non-Qualified Stock Option (right to buy)	02/10/2006 <sup>(2)</sup>	02/10/2012	Common Stock	20,000	\$ 29.37	D	Â
Incentive Stock Option (right to buy)	02/09/2005 <sup>(3)</sup>	02/09/2014	Common Stock	9,434	\$ 13.405	D	Â
Non-Qualified Stock Option (right to buy)	02/09/2005 <sup>(4)</sup>	02/09/2014	Common Stock	13,066	\$ 13.405	D	Â
Incentive Stock Option (right to buy)	11/20/2004 <sup>(5)</sup>	11/20/2013	Common Stock	3,750	\$ 9.7	D	Â
Non-Qualified Stock Option (right to buy)	11/20/2004 <sup>(6)</sup>	11/20/2013	Common Stock	3,750	\$ 9.7	D	Â
Incentive Stock Option (right to buy)	05/23/2004 <sup>(7)</sup>	05/23/2013	Common Stock	5,456	\$ 7.425	D	Â
Non-Qualified Stock Option (right to buy)	05/23/2004 <sup>(8)</sup>	05/23/2013	Common Stock	4,544	\$ 7.425	D	Â
Incentive Stock Option (right to buy)	11/11/2003 <sup>(9)</sup>	11/11/2012	Common Stock	15,000	\$ 6.44	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Petit Marc 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â Sr. VP, M&E	Â

## Signatures

Nancy R. Thiel, Attorney-in-fact for  
Marc Petit 03/30/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 4,375 shares beginning on 03/09/2006

(2) The option vests in four equal annual installments of 5,000 shares beginning on 02/10/2005

(3) The option vests over a 4-year period beginning on 02/09/2004 at the rate of 0 shares on each of the first and second anniversaries, 1,976 shares on the third anniversary and 7,458 shares on the fourth anniversary.

(4) The option vests over a 4-year period beginning on 02/09/2004 at the rate of 7,500 shares on each of the first and second anniversaries, 5,524 shares on the third anniversary and 42 shares on the fourth anniversary.

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- (5) The option vests over a 4-year period beginning on 11/20/2003 at the rate of 0 shares on each of the first, second and third anniversaries, and 3,750 shares on the fourth anniversary.
- (6) The option vests in three equal annual installments of 3,750 shares beginning on 11/20/2003.
- (7) The option vests over a 4-year period beginning on 05/23/2003 at the rate of 456 shares on each of the first, second and third anniversaries, and 5,000 shares on the fourth anniversary.
- (8) The option vests in three equal annual installments of 4,544 shares beginning on 05/23/2003.
- (9) The option vests in four equal annual installments of 15,000 shares beginning on 11/11/2002.

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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