

AUTODESK INC

Form 4

June 12, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERTELSEN MARK A

(Last) (First) (Middle)

**WILSON SONSINI GOODRICH &
ROSATI, 650 PAGE MILL ROAD**

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AUTODESK INC [ADSK]

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2007

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)

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 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 (A) or (D)	Price	
Common Stock	06/11/2007		M		40,000	A \$ 6.88	49,999 D
Common Stock	06/11/2007		S		600	D \$ 44	49,399 D
Common Stock	06/11/2007		S		2,200	D \$ 43.97	47,199 D
Common Stock	06/11/2007		S		1,466	D \$ 43.96	45,733 D
Common Stock	06/11/2007		S		100	D \$ 43.95	45,633 D

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Common Stock	06/11/2007	S	700	D	\$ 43.94	44,933	D
Common Stock	06/11/2007	S	100	D	\$ 43.93	44,833	D
Common Stock	06/11/2007	S	2,100	D	\$ 43.92	42,733	D
Common Stock	06/11/2007	S	1,500	D	\$ 43.9	41,233	D
Common Stock	06/11/2007	S	200	D	\$ 43.89	41,033	D
Common Stock	06/11/2007	S	100	D	\$ 43.88	40,933	D
Common Stock	06/11/2007	S	2,100	D	\$ 43.85	38,833	D
Common Stock	06/11/2007	S	200	D	\$ 43.84	38,633	D
Common Stock	06/11/2007	S	3,000	D	\$ 43.82	35,633	D
Common Stock	06/11/2007	S	8,000	D	\$ 43.81	27,633	D
Common Stock	06/11/2007	S	8,000	D	\$ 43.8	19,633	D
Common Stock	06/11/2007	S	400	D	\$ 43.79	19,233	D
Common Stock	06/11/2007	S	5,441	D	\$ 43.78	13,792	D
Common Stock	06/11/2007	S	685	D	\$ 43.77	13,107	D
Common Stock	06/11/2007	S	1,500	D	\$ 43.76	11,607	D
Common Stock	06/11/2007	S	1,608	D	\$ 43.75	9,999	D
Common Stock	06/11/2007	G V	2,999	D	\$ 0	7,000	D

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. 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 An Underlying Se (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.88	06/11/2007		M	V 40,000 (1)	06/20/2005(2)	06/20/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERTELSEN MARK A WILSON SONSINI GOODRICH & ROSATI 650 PAGE MILL ROAD PALO ALTO, CA 94304	X

Signatures

Andrew Chew, Attorney-in-fact for Mark A.
Bertelsen

06/12/2007

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) Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004, pursuant to the terms of the Company's 2000 Directors' Option Plan.
- (2) The option vested over a three-year period beginning on June 20, 2002 at the rate of 13,600 shares on the first anniversary, and 13,200 shares on each of the second and third anniversaries.

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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