

AUTODESK INC

Form 4

February 25, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Underwood Paul D.

(Last) (First) (Middle)

111 MCINNIS PKWY

(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)

02/23/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, PAO & Corporate Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/23/2015		M	8,000	A \$ 41.62	17,385 (1) (2)	D
Common Stock	02/23/2015		M	2,500	A \$ 28.56	19,885 (1) (2)	D
Common Stock	02/23/2015		S(3)	10,500	D \$ 61.6613 (4)	9,385 (1) (2)	D
Common Stock	02/23/2015		S(3)	54	D \$ 62.42	9,331 (2)	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)

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 (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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 41.62	02/23/2015		M	8,000	03/23/2014 03/23/2021	Common Stock	8,000
Stock Option (Right to Buy)	\$ 28.56	02/23/2015		M	2,500	09/21/2014 09/21/2021	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Underwood Paul D. 111 MCINNIS PKWY SAN RAFAEL, CA 94903	VP, PAO & Corporate Controller

Signatures

Andy Sewell, Attorney-in-Fact for Paul Underwood 02/25/2015

__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 acquired in September 2014 pursuant to the Issuer's Employee Stock Purchase Plan.

(2) The total securities beneficially owned includes 7,960 shares of unvested restricted stock units.

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(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 24, 2014.

(4) Shares were sold in various amounts between \$61.42 and \$62.31 inclusive. The price listed here reflects the average weighted price.

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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