

AUTODESK INC
Form 4
September 21, 2005

FORM 4

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

OMB APPROVAL

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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 *
BASS CARL

(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)
09/20/2005

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)

Chief Operating Officer

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	09/20/2005		M		\$ 155,000	A	\$ 7.875 168,989 ⁽¹⁾	D
Common Stock	09/20/2005		S ⁽²⁾		4,189	D	\$ 41.7 164,800 ⁽¹⁾	D
Common Stock	09/20/2005		S ⁽²⁾		4,189	A	\$ 41.82 160,611 ⁽¹⁾	D
Common Stock	09/20/2005		S ⁽²⁾		4,189	D	\$ 41.84 156,422 ⁽¹⁾	D
Common Stock	09/20/2005		S ⁽²⁾		4,189	D	\$ 41.85 152,233 ⁽¹⁾	D

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Common Stock	09/20/2005	<u>S(2)</u>	4,189	D	\$ 42	148,044 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	4,189	D	\$ 42.03	143,855 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	4,189	D	\$ 42.06	139,666 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	4,189	D	\$ 42.09	135,477 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	16,759	D	\$ 42.1	118,718 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	8,378	D	\$ 42.15	110,340 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	8,378	D	\$ 42.18	101,962 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	6,284	D	\$ 42.33	95,678 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	20,946	D	\$ 42.36	74,732 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	16,757	D	\$ 42.39	57,975 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	11,292	D	\$ 42.41	46,683 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	3,370	D	\$ 42.41	43,313 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	12,568	D	\$ 42.42	30,745 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	4,060	D	\$ 42.49	26,685 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	4,318	D	\$ 42.49	22,367 ⁽¹⁾	D
Common Stock	09/20/2005	<u>S(2)</u>	8,378	D	\$ 42.5	13,989 ⁽¹⁾	D

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

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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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.875	09/20/2005		M		20,000	09/20/2005 09/20/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.875	09/20/2005		M		12,696	09/20/2005 09/20/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.875	09/20/2005		M		122,304	09/20/2005 09/20/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASS CARL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Chief Operating Officer	

Signatures

Nancy R. Thiel, Attorney-in-fact for Carl Bass

 **Signature of Reporting Person

09/21/2005

 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 total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 21, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.