

BASS CARL
Form 4
September 27, 2005

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

OMB APPROVAL

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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)
09/26/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/26/2005		M		50,000 A \$ 8.725	63,989 ⁽²⁾	D
Common Stock	09/26/2005		S ⁽⁴⁾		10,000 D \$ 42.45	53,989 ⁽²⁾	D
Common Stock	09/26/2005		S ⁽⁴⁾		5,000 D \$ 42.5	48,989 ⁽²⁾	D
Common Stock	09/26/2005		S ⁽⁴⁾		10,000 D \$ 42.63	38,989 ⁽²⁾	D
Common Stock	09/26/2005		S ⁽⁴⁾		10,000 D \$ 42.64	28,989 ⁽²⁾	D

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Common Stock	09/26/2005	S ⁽⁴⁾	5,000	D	\$ 42.72	23,989 ⁽²⁾	D
Common Stock	09/26/2005	S ⁽⁴⁾	10,000	D	\$ 42.88	13,989 ⁽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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 20.685	09/26/2005		M	50,000	09/25/2005 ⁽¹⁾ 09/25/2013	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 09/27/2005

**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 option vests over a 4-year period beginning on 09/25/2003 at the rate of 50,000 shares annually.

(2)

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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.

- (3) 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.
- (4) 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.

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