

BASS CARL
Form 4
April 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
04/01/2013

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)
President and CEO

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	(A) or (D)	Price
Common Stock	04/01/2013		M		125,000	A	\$ 14.4
Common Stock	04/01/2013		M		77,768	A	\$ 20.685
Common Stock	04/01/2013		S ⁽²⁾		202,768	D	\$ 40.1927 (4)
Common Stock	04/02/2013		M		72,232	A	\$ 20.685
Common Stock	04/02/2013		S ⁽²⁾		72,232	D	\$ 40.0003

(8)

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

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. SEC 1474 (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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Incentive Stock Option (right to buy)	\$ 14.4	04/01/2013		M	6,944	(1) 03/18/2014	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 14.4	04/01/2013		M	118,056	(3) 03/18/2014	Common Stock 11
Non-Qualified Stock Option (right to buy)	\$ 20.685	04/01/2013		M	77,768	(5) 06/28/2014	Common Stock 77
Non-Qualified Stock Option (right to buy)	\$ 20.685	04/02/2013		M	72,232	(6) 06/28/2014	Common Stock 72

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASS CARL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		President and CEO	

Signatures

Nancy R. Thiel, Attorney-in-fact for Carl Bass 04/03/2013

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 vested over a four-year period beginning on 3/18/04 at the rate of 0 shares on each of the first, second and third anniversaries, and 6,944 shares on the fourth anniversary, and was fully vested and exercisable as of the Transaction Date.
- (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, 2012.
- (3) The option vested over a four-year period beginning on 3/18/04 at the rate of 62,500 shares on each of the first, second and third anniversaries, and 55,556 shares on the fourth anniversary, and was fully vested and exercisable as of the Transaction Date.
- (4) All trades occurred within the following one dollar price range: \$40.00 to \$40.5805. The reported price is the weighted average for trades within this range.
- (5) The option vests in four equal annual installments of 50,000 shares each beginning on 6/28/04.
- (6) The option vested in four equal annual installments of 50,000 shares each beginning on 6/28/04, and was fully vested as of the transaction date.
- (7) Includes shares acquired in March 2013 pursuant to the Issuer's Employee Stock Purchase Plan.
- (8) All trades occurred within the following one dollar price range: \$40.00 to \$40.01. The reported price is the weighted average for trades within this range.

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.