

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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**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 \*  
STERLING MARCIA K

(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)

Sr. VP Gen Counsel, Secretary

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/20/2005		M		30,000 A \$ 7.875	46,020 <sup>(1)</sup>	D
Common Stock	09/20/2005		S <sup>(2)</sup>		811 D \$ 41.7	45,209 <sup>(1)</sup>	D
Common Stock	09/20/2005		S <sup>(2)</sup>		811 D \$ 41.82	44,398 <sup>(1)</sup>	D
Common Stock	09/20/2005		S <sup>(2)</sup>		811 D \$ 41.84	43,587 <sup>(1)</sup>	D
Common Stock	09/20/2005		S <sup>(2)</sup>		811 D \$ 41.85	42,776 <sup>(1)</sup>	D

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Common Stock	09/20/2005	S <sup>(2)</sup>	811	D	\$ 42	41,965 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	811	D	\$ 42.03	41,154 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	811	D	\$ 42.06	40,343 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	811	D	\$ 42.09	39,532 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	3,241	D	\$ 42.1	36,291 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,622	D	\$ 42.15	34,669 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,622	D	\$ 42.18	33,047 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,216	D	\$ 42.33	31,831 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	4,054	D	\$ 42.36	27,777 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	3,243	D	\$ 42.39	24,534 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	2,838	D	\$ 42.41	21,696 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	2,432	D	\$ 42.42	19,264 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,622	D	\$ 42.49	17,642 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,622	D	\$ 42.5	16,020 <sup>(1)</sup>	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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)					09/20/2005	09/20/2011	Common Stock	30
	\$ 7.875							
				M				
					30,000			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERLING MARCIA K 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr. VP Gen Counsel, Secretary	

## Signatures

Nancy R. Thiel, Attorney-in-fact for Marcia K.  
Sterling 09/21/2005

\_\_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 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 14, 2004, as amended.

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