

BARTZ CAROL
Form 4
June 22, 2007

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 *

BARTZ CAROL

(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)

06/21/2007

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)
Executive Chairman

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	(D)	Price
Common Stock	06/21/2007		M		20,772	A	\$ 8.25
Common Stock	06/21/2007		M		29,228	A	\$ 10.7813
Common Stock	06/21/2007		S ⁽¹⁾		10,000	D	\$ 47.2296
Common Stock	06/21/2007		S ⁽¹⁾		10,000	D	\$ 47.2912
Common Stock	06/21/2007		S ⁽¹⁾		10,000	D	\$ 47.3668

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Common Stock	06/21/2007	S ⁽¹⁾	10,000	D	\$ 47.41	1,059,890	D
Common Stock	06/21/2007	S ⁽¹⁾	10,000	D	\$ 47.434	1,049,890	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)	\$ 8.25	06/21/2007		M	20,772	03/14/2003 ⁽²⁾ 12/06/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.7813	06/21/2007		M	29,228	03/31/2001 ⁽³⁾ 03/31/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTZ CAROL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		Executive Chairman	

Signatures

Diane Cree, Attorney-in-fact for Carol Bartz 06/22/2007

 **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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2005.

(2) The option vests in three equal annual installments of 200,000 shares each beginning on March 14, 2000.

(3) The option vests in three equal annual installments of 40,000 shares each beginning on March 31, 1998.

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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