

AUTODESK INC
Form 4
August 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Miller Andrew

(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)
08/06/2007

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)
VP, Finance, CAO & Controller

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3 & 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code V	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 7.35	08/06/2007	D ⁽¹⁾		13,604		06/03/2007 ⁽²⁾	06/03/2013	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 8.13	08/06/2007	A ⁽¹⁾		13,604		06/03/2007 ⁽²⁾	06/03/2013	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 7.35	08/06/2007	D ⁽¹⁾		6,396		06/03/2007 ⁽³⁾	06/03/2013	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 8.13	08/06/2007	A ⁽¹⁾		6,396		06/03/2007 ⁽³⁾	06/03/2013	Comm Stock
Incentive Stock Option (right to buy)	\$ 16.42	08/06/2007	D ⁽¹⁾		6,090		04/05/2008 ⁽⁴⁾	04/05/2014	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 17.525	08/06/2007	A ⁽¹⁾		6,090		04/05/2008 ⁽⁴⁾	04/05/2014	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 16.42	08/06/2007	D ⁽¹⁾		18,910		04/05/2007 ⁽⁵⁾	04/05/2014	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 17.525	08/06/2007	A ⁽¹⁾		18,910		04/05/2007 ⁽⁵⁾	04/05/2014	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miller Andrew 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	VP, Finance, CAO & Controller

Signatures

Diane Cree, Attorney-in-Fact for Andrew Miller 08/08/2007

__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).

The reported transactions involved an amendment of an outstanding option resulting in a deemed cancellation of the old option and a grant of a replacement option. See the current report on Form 8-K filed with the SEC by Autodesk, Inc. on July 27, 2007 for more information.

(1) The option vests in four equal annual installments of 13,604 each beginning on June 3, 2003.

(2) The option vests in four equal annual installments of 6,396 each beginning on June 3, 2003.

(3) The option vests over a 4-year period beginning on April 5, 2004, at the rate of 0 shares on each of the first, second and third year anniversaries, and 6,090 shares on the fourth year anniversary.

(4) The option vests over a 4-year period beginning on April 5, 2004, at the rate of 12,500 shares on each of the first, second and third year anniversaries, and 6,410 shares on the fourth year anniversary.

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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