AUTODESK INC

Form 4

December 18, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Common

Stock

Stock

12/17/2007

12/17/2007

(Print or Type Responses)

1. Name and Address of Reporting Person * BASS CARL			2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
111 MCINNIS PARKWAY			12/17/2007	_X_ Officer (give title Other (specify below)		
				President and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SAN RAFA	EL, CA 949	03		Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 12/17/2007 M 10,000 A \$ 8.725 39,330 D Stock Common $S^{(1)}$ 12/17/2007 27 D \$49.02 39,303 D Stock Common $S^{(1)}$ D D 12/17/2007 4,080 \$49.03 35,223 Stock

100

700

D

35,123

\$49.04 34,423

D

D

 $S^{(1)}$

 $S^{(1)}$

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Common Stock	12/17/2007	S <u>(1)</u>	300	D	\$ 49.11 34,123	D
Common Stock	12/17/2007	S <u>(1)</u>	100	D	\$ 49.13 34,023	D
Common Stock	12/17/2007	S <u>(1)</u>	100	D	\$ 49.15 33,923	D
Common Stock	12/17/2007	S <u>(1)</u>	80	D	\$ 49.16 33,843	D
Common Stock	12/17/2007	S <u>(1)</u>	20	D	\$ 49.19 33,823	D
Common Stock	12/17/2007	S <u>(1)</u>	400	D	\$ 49.25 33,423	D
Common Stock	12/17/2007	S <u>(1)</u>	593	D	\$ 49.28 32,830	D
Common Stock	12/17/2007	S <u>(1)</u>	2,100	D	\$ 49.3 30,730	D
Common Stock	12/17/2007	S <u>(1)</u>	100	D	\$ 49.315 30,630	D
Common Stock	12/17/2007	S <u>(1)</u>	400	D	\$ 49.32 30,230	D
Common Stock	12/17/2007	S <u>(1)</u>	200	D	\$ 49.33 30,030	D
Common Stock	12/17/2007	S <u>(1)</u>	300	D	\$ 49.34 29,730	D
Common Stock	12/17/2007	S <u>(1)</u>	300	D	\$ 49.35 29,430	D
Common Stock	12/17/2007	S <u>(1)</u>	100	D	\$ 49.36 29,330	D

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.

(Instr. 3, 4,

SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		

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and 5)

Other

Code V (A) (D) Date Exercisable Expiration Title

Date

Non-Qualified

(right to buy)

Stock Option \$ 8.725 12/17/2007

M

10,000 09/25/2006⁽²⁾ 09/25/2013

Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		
Diag Gibi					

BASS CARL

111 MCINNIS PARKWAY X President and CEO

Signatures

SAN RAFAEL, CA 94903

Nancy R. Thiel, Attorney-in-fact for Carl Bass 12/18/2007

**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 June 29, 2007.
- (2) The option vests in four equal annual installments of 50,000 shares each beginning on September 25, 2003.

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.

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