

AUTODESK INC

Form 4

April 03, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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

(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)  
**04/03/2006**

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)

Chairman, 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	04/03/2006		M		50,000	A	\$ 8.1407	1,077,222 <sup>(3)</sup>	D
Common Stock	04/03/2006		S <sup>(1)</sup>		10,000	D	\$ 38.0535	1,067,222 <sup>(3)</sup>	D
Common Stock	04/03/2006		S <sup>(1)</sup>		10,000	D	\$ 37.9546	1,057,222 <sup>(3)</sup>	D
Common Stock	04/03/2006		S <sup>(1)</sup>		10,000	D	\$ 37.8691	1,047,222 <sup>(3)</sup>	D
Common Stock	04/03/2006		S <sup>(1)</sup>		10,000	D	\$ 38.0354	1,037,222 <sup>(3)</sup>	D

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Common Stock	04/03/2006	S <sup>(1)</sup>	10,000	D	\$ 38,4722	1,027,222 <sup>(3)</sup>	D
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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.**

**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 Ar Underlying Se (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar
Non-Qualified Stock Option (right to buy)	\$ 8.1407	04/03/2006		M		50,000		03/20/2002 <sup>(2)</sup>	03/20/2011	Common Stock	

## Reporting Owners

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

## Signatures

Nancy R. Thiel, Attorney-in-fact for Carol  
Bartz 04/03/2006

**\*\*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 over a 4-year period beginning on 03/20/2001 at the rate of 175,000 shares on each of the first, second and third anniversaries, and 162,716 shares on the fourth anniversary.

(3) Includes shares acquired in March 2006 pursuant to the Issuer's Employee Stock Purchase Plan.

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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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