

Bhatt Jay  
Form 4  
March 28, 2011

**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 \*  
Bhatt Jay

(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)  
03/24/2011

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, AEC

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 03/24/2011                           |  | A <sup>(1)</sup>               | 13,750 A \$ 0   | 56,011  | D  |                                   |
| Common Stock                    | 03/24/2011                           |  | A <sup>(2)</sup>               | 4,565 A \$ 0  | 60,576  | D  |                                   |
| Common Stock                    | 03/24/2011                           |  | A <sup>(3)</sup>               | 1,521 A \$ 0  | 62,097  | D  |                                   |

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

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (Right to Buy)      | \$ 43.81   | 03/24/2011                           |  | A                              | 2,282   | 03/24/2012 <sup>(4)</sup> 03/24/2021                     | Common Stock                                      |
| Non-Qualified Stock Option (Right to Buy)  | \$ 43.81   | 03/24/2011                           |  | A                              | 25,218  | 03/24/2012 <sup>(5)</sup> 03/24/2021                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Bhatt Jay<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 |               |           | Sr. VP, AEC |       |

## Signatures

Nancy R. Thiel, Attorney-in-Fact for Jay Bhatt  
 03/28/2011  
 \*\*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 Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units that vest over a 3-year period at the rate of 4,675 shares on 3/6/2012, and 4,538 shares on 3/6/2013 and 4,537 shares on 3/6/2014.  
 The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units that will be fully vested on 3/24/2011, with a distribution date on 3/6/2014. In the event the Reporting Person ceases to be a Section 16 Reporting Officer, these shares will be distributed immediately.
- (2) The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units that will be fully vested on 3/6/2014, with a distribution date also on 3/6/2014. In the event the Reporting Person ceases to be a Section 16 Reporting Officer before these shares are fully vested they will be forfeited to the Issuer.
- (3) The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units that will be fully vested on 3/6/2014, with a distribution date also on 3/6/2014. In the event the Reporting Person ceases to be a Section 16 Reporting Officer before these shares are fully vested they will be forfeited to the Issuer.
- (4)

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The option vests over a 4-year period beginning on 3/24/2011 at the rate of 0 shares on each of the first, second and third anniversaries, and 2,282 shares on the fourth anniversary.

- (5) The option vests over a 4-year period beginning on 3/24/2011 at the rate of 6,875 shares on each of the first, second and third anniversaries, and 4,593 shares on the fourth anniversary.

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.