

AUTODESK INC
Form 4
November 09, 2015

FORM 4

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

OMB APPROVAL

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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 *
Di Fronzo Pascal W

(Last) (First) (Middle)
111 MCINNIS PKWY
(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)
11/05/2015

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)
SVP, General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/05/2015 | | S ⁽¹⁾ | 618 D | \$ 60.14 | 55,187 ⁽²⁾ | D |
| Common Stock | 11/06/2015 | | M | 2,282 A | \$ 43.81 | 57,469 ⁽²⁾ | D |
| Common Stock | 11/06/2015 | | M | 4,593 A | \$ 43.81 | 62,062 ⁽²⁾ | D |
| Common Stock | 11/06/2015 | | S ⁽¹⁾ | 6,875 D | \$ 63.85 | 55,187 ⁽²⁾ | D |
| Common Stock | 11/06/2015 | | S ⁽¹⁾ | 11,805 D | \$ 63.78 | 43,382 ⁽²⁾ | D |

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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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) | \$ 43.81 | 11/06/2015 | | M | 2,282 | 03/24/2015 03/24/2021 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 43.81 | 11/06/2015 | | M | 4,593 | 03/24/2012 ⁽³⁾ 03/24/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Di Fronzo Pascal W 111 MCINNIS PKWY SAN RAFAEL, CA 94903 | | | SVP, General Counsel | |

Signatures

Andy Sewell, Attorney-in-Fact for Pascal Di Fronzo
11/09/2015

**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 April 2, 2015.
- (2) The total securities beneficially owned includes 27,690 shares of unvested restricted stock units.
- (3) The option vests as to 6,875 shares on each of March 24, 2012, March 24, 2013 and March 24, 2014 and as to 4,593 shares on March 24, 2015.

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