

AUTODESK INC  
Form 4  
November 21, 2007

**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 \*  
Bado George M

(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)  
11/20/2007

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)

Exec. VP, Worldwide Sales

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	(A) or (D)	Price
Common Stock	11/20/2007		M		12,500	A	\$ 9.7
					43,807 <sup>(1)</sup>	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		1,000	D	\$ 46.11
					42,807	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		600	D	\$ 46.12
					42,207	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		2,400	D	\$ 46.14
					39,807	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		300	D	\$ 46.15
					39,507	D	

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Common Stock	11/20/2007	S <sup>(2)</sup>	73	D	\$ 46.16	39,434	D
Common Stock	11/20/2007	S <sup>(2)</sup>	100	D	\$ 46.175	39,334	D
Common Stock	11/20/2007	S <sup>(2)</sup>	1,188	D	\$ 46.18	38,146	D
Common Stock	11/20/2007	S <sup>(2)</sup>	500	D	\$ 46.19	37,646	D
Common Stock	11/20/2007	S <sup>(2)</sup>	233	D	\$ 46.2	37,413	D
Common Stock	11/20/2007	S <sup>(2)</sup>	2,500	D	\$ 46.21	34,913	D
Common Stock	11/20/2007	S <sup>(2)</sup>	700	D	\$ 46.22	34,213	D
Common Stock	11/20/2007	S <sup>(2)</sup>	600	D	\$ 46.23	33,613	D
Common Stock	11/20/2007	S <sup>(2)</sup>	500	D	\$ 46.28	33,113	D
Common Stock	11/20/2007	S <sup>(2)</sup>	571	D	\$ 46.29	32,542	D
Common Stock	11/20/2007	S <sup>(2)</sup>	235	D	\$ 46.3	32,307	D
Common Stock	11/20/2007	S <sup>(2)</sup>	300	D	\$ 46.31	32,007	D
Common Stock	11/20/2007	S <sup>(2)</sup>	200	D	\$ 46.32	31,807	D
Common Stock	11/20/2007	S <sup>(2)</sup>	100	D	\$ 46.325	31,707	D
Common Stock	11/20/2007	S <sup>(2)</sup>	400	D	\$ 46.33	31,307	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code V	(A) (D)			
Non-Qualified Stock Option (right to buy)	\$ 9.7	11/20/2007	M	12,500	11/20/2007 <sup>(3)</sup>	11/20/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bado George M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Exec. VP, Worldwide Sales	

## Signatures

Diane Cree, Attorney-in-Fact for George M. Bado  
 Bado  
 \*\*Signature of Reporting Person  
 11/21/2007  
 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) Includes shares acquired on September 28, 2007, pursuant to the Issuer's Employee Stock Purchase Plan.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2007.
- (3) The option vests in four equal annual installments of 12,500 shares each beginning on November 20, 2003.

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