Chin Moonhie Form 4 September 07, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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

Check this box

obligations may continue. See Instruction

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).

(C:t-)

(Print or Type Responses)

(Ctota)

1. Name and Addr Chin Moonhie	ress of Reporti	ng Person *	2. Issuer Name <b>and</b> 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)		
111 MCINNIS PARKWAY			(Month/Day/Year) 09/03/2010	Director 10% OwnerX Officer (give title Other (specify below) Sr. VP, SP&O		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN RAFAEL	., CA 94903	3	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	I - Non-D	erivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit n(A) or Di (Instr. 3,	sposed	d of (D)	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)
Common Stock	09/03/2010		M		A		32,597	D	
Common Stock	09/03/2010		M	6,000	A	\$ 16.53	38,597	D	
Common Stock	09/03/2010		S(1)	7,056	D	\$ 30	31,541	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)

I	. 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Sect (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
5	Non-Qualified Stock Option right to buy)	\$ 14.4	09/03/2010		M	1,056	<u>(2)</u>	03/18/2014	Common Stock	1
,	Non-Qualified Stock Option right to buy)	\$ 16.53	09/03/2010		M	6,000	02/02/2010(3)	02/02/2016	Common Stock	$\epsilon$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Chin Moonhie							
111 MCINNIS PARKWAY			Sr. VP, SP&O				
SAN RAFAEL, CA 94903							

## **Signatures**

Nancy R. Thiel, Attorney-in-Fact for Moonhie Chin 09/07/2010

\*\*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, 2010.
- (2) The option vested in annual installments over a four year period beginning on March 18, 2004, and was fully vested and exercisable as of the Transaction Date.
- (3) The option vests over a 4-year period beginning on February 2, 2009 at the rate of 18,750 shares on the first and second anniversaries, 18,749 shares on the third anniversary, and 12,701 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.

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