

AUTODESK INC  
Form 4  
March 29, 2005

**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 \*  
STERLING MARCIA K

(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)  
03/28/2005

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 Gen Counsel, Secretary

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/28/2005		M		30,000 A \$ 14.4	54,610 <sup>(2)</sup>	D
Common Stock	03/28/2005		S <sup>(3)</sup>		6,000 D \$ 28.59	48,610 <sup>(2)</sup>	D
Common Stock	03/28/2005		S <sup>(3)</sup>		7,000 D \$ 28.67	41,610 <sup>(2)</sup>	D
Common Stock	03/28/2005		S <sup>(3)</sup>		7,000 D \$ 28.68	34,610 <sup>(2)</sup>	D
Common Stock	03/28/2005		S <sup>(3)</sup>		6,000 D \$ 28.87	28,610 <sup>(2)</sup>	D

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Common Stock      03/28/2005      S<sup>(3)</sup>      4,000      D      \$ 28.95      24,610 <sup>(2)</sup>      D

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.**      SEC 1474 (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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 14.4	03/28/2005		M	30,000	03/18/2005 <sup>(1)</sup> 03/18/2014	Common Stock

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERLING MARCIA K 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr. VP Gen Counsel, Secretary	

**Signatures**

Nancy R. Thiel, Attorney-in-fact for Marcia K. Sterling      03/29/2005

        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 option vests over a 4-year period beginning on 03/18/2004 at the rate of 30,000 shares on each of the first, second and third anniversaries, and 23,056 shares on the fourth anniversary.
- (2) The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.

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- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2004.

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.