

AUTODESK INC
Form 4
September 17, 2007

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 *
Bradshaw Christopher

(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)
09/14/2007

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)

Sr. VP, WW Marketing

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 or Price		
Common Stock	09/14/2007		M		35,000 A \$ 17.525	36,154	D
Common Stock	09/14/2007		S		400 D \$ 47.09	35,754	D
Common Stock	09/14/2007		S		8,582 D \$ 47.06	27,172	D
Common Stock	09/14/2007		S		600 D \$ 47.15	26,572	D
Common Stock	09/14/2007		S		700 D \$ 47.24	25,872	D

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Common Stock	09/14/2007	S	100	D	\$ 47.12	25,772	D
Common Stock	09/14/2007	S	400	D	\$ 47.14	25,372	D
Common Stock	09/14/2007	S	8,900	D	\$ 47.11	16,472	D
Common Stock	09/14/2007	S	400	D	\$ 47.1	16,072	D
Common Stock	09/14/2007	S	400	D	\$ 47.16	15,672	D
Common Stock	09/14/2007	S	100	D	\$ 47.28	15,572	D
Common Stock	09/14/2007	S	1,700	D	\$ 47.13	13,872	D
Common Stock	09/14/2007	S	1,600	D	\$ 47.07	12,272	D
Common Stock	09/14/2007	S	2,500	D	\$ 47.08	9,772	D
Common Stock	09/14/2007	S	400	D	\$ 47.21	9,372	D
Common Stock	09/14/2007	S	1,100	D	\$ 47.29	8,272	D
Common Stock	09/14/2007	S	1,100	D	\$ 47.25	7,172	D
Common Stock	09/14/2007	S	558	D	\$ 47.17	6,614	D
Common Stock	09/14/2007	S	158	D	\$ 47.19	6,456	D
Common Stock	09/14/2007	S	600	D	\$ 47.27	5,856	D
Common Stock	09/14/2007	S	600	D	\$ 47.2	5,256	D
Common Stock	09/14/2007	S	500	D	\$ 47.26	4,756	D
Common Stock	09/14/2007	S	200	D	\$ 47.23	4,556	D
Common Stock	09/14/2007	S	300	D	\$ 47.18	4,256	D
Common Stock	09/14/2007	S	254	D	\$ 47.31	4,002	D
	09/14/2007	S	2,642	D	\$ 47.33	1,360	D

Common
Stock

Common Stock 09/14/2007 S 206 D \$ 47.3 1,154 D

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.525	09/14/2007		M	35,000	04/05/2007 ⁽¹⁾ 04/05/2014	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bradshaw Christopher 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr. VP, WW Marketing	

Signatures

Nancy R. Thiel, Attorney-in-fact for Christopher Bradshaw
09/17/2007

__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 04/05/2004 at the rate of 17,500 shares on each of the first, second and third anniversaries, and 11,410 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.

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