

AUTODESK INC
Form 4
March 22, 2017

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 *
Blum Steven M

(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)
03/21/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

SVP, Worldwide Sales

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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)
Common Stock	03/21/2017		M	40,872 A	\$ 43.81 142,972 ⁽¹⁾	D	
Common Stock	03/21/2017		S ⁽²⁾	22,000 D	\$ 84.2595 120,972 ⁽¹⁾ ⁽³⁾	D	
Common Stock	03/21/2017		S ⁽²⁾	21,000 D	\$ 85.2759 99,972 ⁽¹⁾ ⁽⁴⁾	D	
Common Stock	03/21/2017		S ⁽²⁾	12,088 D	\$ 86.2169 87,884 ⁽¹⁾ ⁽⁵⁾	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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy)	\$ 43.81	03/21/2017		M	40,872	03/24/2012 ⁽⁶⁾ 03/24/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blum Steven M 111 MCINNIS PKWY SAN RAFAEL, CA 94903			SVP, Worldwide Sales	

Signatures

Andy Sewell, Attorney-in-Fact for Steven Blum
 Signature: _____ Date: 03/22/2017

**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 total securities beneficially owned includes 62,801 shares of unvested Restricted Stock Units.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/21/2016.
- (3) Shares were sold in various amounts from \$83.76 to \$84.75 inclusive. The price listed here reflects the average weighted price.
- (4) Shares were sold in various amounts from \$84.77 to \$85.76 inclusive. The price listed here reflects the average weighted price.
- (5) Shares were sold in various amounts from \$85.79 to \$86.615 inclusive. The price listed here reflects the average weighted price.
- (6) These stock options vested as to approximately 1/4 of the total shares on an annual basis over a four-year period from the date of grant on March 24, 2011.

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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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