

AUTODESK INC  
Form 4  
September 21, 2005

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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)  
09/20/2005

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	09/20/2005		M		30,000 A \$ 7.875	46,020 <sup>(1)</sup>	D
Common Stock	09/20/2005		S <sup>(2)</sup>		811 D \$ 41.7	45,209 <sup>(1)</sup>	D
Common Stock	09/20/2005		S <sup>(2)</sup>		811 D \$ 41.82	44,398 <sup>(1)</sup>	D
Common Stock	09/20/2005		S <sup>(2)</sup>		811 D \$ 41.84	43,587 <sup>(1)</sup>	D
Common Stock	09/20/2005		S <sup>(2)</sup>		811 D \$ 41.85	42,776 <sup>(1)</sup>	D

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Common Stock	09/20/2005	S <sup>(2)</sup>	811	D	\$ 42	41,965 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	811	D	\$ 42.03	41,154 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	811	D	\$ 42.06	40,343 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	811	D	\$ 42.09	39,532 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	3,241	D	\$ 42.1	36,291 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,622	D	\$ 42.15	34,669 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,622	D	\$ 42.18	33,047 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,216	D	\$ 42.33	31,831 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	4,054	D	\$ 42.36	27,777 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	3,243	D	\$ 42.39	24,534 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	2,838	D	\$ 42.41	21,696 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	2,432	D	\$ 42.42	19,264 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,622	D	\$ 42.49	17,642 <sup>(1)</sup>	D
Common Stock	09/20/2005	S <sup>(2)</sup>	1,622	D	\$ 42.5	16,020 <sup>(1)</sup>	D

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

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)					09/20/2005	09/20/2011	Common Stock	30
\$ 7.875								
	M							
					30,000			

## 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

09/21/2005

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 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.
- (2) 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, as amended.

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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