

AUTODESK INC  
Form 3  
March 30, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â Bradshaw Christopher                    |         | (Month/Day/Year)  | AUTODESK INC [ADSK]   |  |
| (Last)                                    | (First) | (Middle)  | 03/22/2007  |  |
| 111 MCINNIS PARKWAY                       |         | 4. Relationship of Reporting Person(s) to Issuer  |   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| (Street)                                  |         | (Check all applicable)  |   |  |
| SAN RAFAEL, Â CA Â 94903                  |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |   | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City)                                    | (State) | (Zip)   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |
| Sr. VP, WW Marketing                      |         |   |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,154   | D  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|  |                           |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|--|---------------------------|------------|-----------------|--------|----------|-------------------|---|
| Incentive Stock Option<br>(right to buy)     | 07/19/2003 <sup>(1)</sup> | 07/19/2012 | Common<br>Stock | 10,000 | \$ 6.26  | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 04/11/2004 <sup>(2)</sup> | 04/11/2013 | Common<br>Stock | 14,764 | \$ 7.85  | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | 04/11/2004 <sup>(3)</sup> | 04/11/2013 | Common<br>Stock | 5,236  | \$ 7.85  | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 05/23/2004 <sup>(4)</sup> | 05/23/2013 | Common<br>Stock | 2,894  | \$ 7.425 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | 05/23/2004 <sup>(5)</sup> | 05/23/2013 | Common<br>Stock | 17,106 | \$ 7.425 | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 04/05/2005 <sup>(6)</sup> | 04/05/2014 | Common<br>Stock | 6,090  | \$ 16.42 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | 04/05/2005 <sup>(7)</sup> | 04/05/2014 | Common<br>Stock | 58,910 | \$ 16.42 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | 02/10/2006 <sup>(8)</sup> | 02/10/2012 | Common<br>Stock | 50,000 | \$ 29.37 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | 03/09/2007 <sup>(9)</sup> | 03/09/2012 | Common<br>Stock | 35,000 | \$ 38    | D                 | Â |

## Reporting Owners

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

## Signatures

Nancy R. Thiel, Attorney-in-fact for Christopher  
Bradshaw 03/30/2007

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 07/19/2002 at the rate of 0 shares on each of the first and second anniversaries, and 10,000 shares on each of the third and fourth anniversaries.
- (2) The option vests over a 4-year period beginning on 04/11/2003 at the rate of 0 shares on the first anniversary, 4,764 shares on each of the second and third anniversaries, and 10,000 shares on the fourth anniversary.
- (3) The option vests over a 3-year period beginning on 04/11/2003 at the rate of 10,000 shares on the first anniversary, and 5,236 shares on each of the second and third anniversaries.
- (4)

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The option vests over a 4-year period beginning on 05/23/2003 at the rate of 0 shares on each of the first, second and third anniversaries, and 2,894 shares on the fourth anniversary.

- (5) The option vests over a 4-year period beginning on 05/23/2003 at the rate of 6,250 shares on each of the first, second and third anniversaries, and 3,356 shares on the fourth anniversary.
- (6) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 0 shares on each of the first, second and third anniversaries, and 6,090 shares on the fourth anniversary.
- (7) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 17,500 on each of the first, second and third anniversaries, and 11,410 shares on the fourth anniversary.
- (8) The option vests in four equal annual installments of 12,500 shares beginning on 02/10/2005.
- (9) The option vests in four equal annual installments of 8,750 shares beginning on 03/09/2006.

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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