

Bhatt Jay  
 Form 3  
 April 02, 2007

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

OMB APPROVAL

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**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 Bhatt Jay		(Month/Day/Year)	AUTODESK INC [ADSK]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		03/22/2007		
111 MCINNIS PARKWAY			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
SAN RAFAEL,Â CAÂ 94903			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below)	(specify below)
			Sr. VP, AEC	

**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	40,872	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) (Instr. 5)	
Incentive Stock Option (right to buy)	05/23/2004 <sup>(1)</sup>	05/23/2013	Common Stock	4,500	\$ 7.425	D	Â
Incentive Stock Option (right to buy)	08/11/2004 <sup>(2)</sup>	08/11/2013	Common Stock	5,000	\$ 7.445	D	Â
Non-Qualified Stock Option (right to buy)	08/11/2004 <sup>(3)</sup>	08/11/2013	Common Stock	2,364	\$ 7.445	D	Â
Incentive Stock Option (right to buy)	02/09/2005 <sup>(4)</sup>	02/09/2014	Common Stock	7,190	\$ 13.405	D	Â
Non-Qualified Stock Option (right to buy)	02/09/2005 <sup>(5)</sup>	02/09/2014	Common Stock	2,810	\$ 13.405	D	Â
Incentive Stock Option (right to buy)	04/05/2005 <sup>(6)</sup>	04/05/2014	Common Stock	2,008	\$ 16.42	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2005 <sup>(7)</sup>	04/05/2014	Common Stock	11,492	\$ 16.42	D	Â
Non-Qualified Stock Option (right to buy)	08/13/2005 <sup>(8)</sup>	08/13/2014	Common Stock	30,000	\$ 18.185	D	Â
Non-Qualified Stock Option (right to buy)	02/10/2006 <sup>(9)</sup>	02/10/2012	Common Stock	35,000	\$ 29.37	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2007 <sup>(10)</sup>	03/09/2012	Common Stock	25,000	\$ 38	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bhatt Jay 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â Sr. VP, AEC	Â

## Signatures

Nancy R. Thiel, Attorney-in-fact for Jay Bhatt 04/02/2007

\*\*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 05/23/2003 at the rate of 0 shares on the first anniversary and 4,500 shares on the second, third and fourth anniversaries.
- (2) The option vests over a 4-year period beginning on 08/11/2003 at the rate of 0 shares on the first anniversary and 2,636 shares on each of the second and third anniversaries, and 5,000 shares on the fourth anniversary.

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- (3) The option vests over a 3-year period beginning on 08/11/2003 at the rate of 5,000 shares on the first anniversary and 2,364 shares on each of the second and third anniversaries.
- (4) The option vests over a 4-year period beginning on 02/09/2004 at the rate of 0 shares on each of the first and second anniversaries, 2,190 shares on the third anniversary and 5,000 on the fourth anniversary.
- (5) The option vests over a 3-year period beginning on 02/09/2004 at the rate of 5,000 shares on each of the first and second anniversaries, and 2,810 shares on the third 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 2,008 shares on the fourth anniversary.
- (7) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 5,000 shares on each of the first, second and third anniversaries, and 2,992 shares on the fourth anniversary.
- (8) The option vests in four equal annual installments of 10,000 shares beginning on 08/13/2004
- (9) The option vests in four equal annual installments of 8,750 shares beginning on 02/10/2005.
- (10) The option vests in four equal annual installments of 6,250 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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