

BARTZ CAROL
Form 4
December 05, 2005

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 *
BARTZ CAROL

(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)
12/05/2005

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)
Chairman, President and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/05/2005		M		33,056 A \$ 7.4219	1,033,985	D
Common Stock	12/05/2005		S ⁽¹⁾		10,000 D \$ 42.2178	1,023,985	D
Common Stock	12/05/2005		S ⁽¹⁾		10,000 D \$ 42.6411	1,013,985	D
Common Stock	12/05/2005		S ⁽¹⁾		10,000 D \$ 42.7978	1,003,985	D
Common Stock	12/05/2005		S ⁽¹⁾		3,056 D \$ 42.533	1,000,929	D

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Common Stock	12/05/2005	M	16,944	A	\$ 7.875	1,017,873 ⁽³⁾	D
Common Stock	12/05/2005	S ⁽¹⁾	6,944	D	\$ 42.533	1,010,929 ⁽³⁾	D
Common Stock	12/05/2005	S ⁽¹⁾	10,000	D	\$ 42.5866	1,000,929 ⁽³⁾	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)	\$ 7.4219	12/05/2005		M	33,056	09/14/2004 ⁽²⁾ 09/14/2010	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 7.875	12/05/2005		M	16,944	09/20/2002 ⁽⁵⁾ 09/20/2011	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTZ CAROL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		Chairman, President and CEO	

Signatures

Nancy R. Thiel, Attorney-in-fact for Carol Bartz
12/05/2005

 **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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2005.
- (2) The option vests over a four-year period beginning on 09/14/2000 at the rate of 190,000 shares on the first and second anniversaries, 176,528 shares on the third and fourth anniversaries.
- (3) 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.
- (4) Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- (5) The option vests in four equal annual installments of 200,000 shares each beginning on September 20, 2001.

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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