

AUTODESK INC
Form 4
March 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
BASS CARL

(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)
03/09/2006

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)
Chief Operating Officer

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/10/2006		M	31,250 A \$ 30.15	45,910 ⁽¹⁾	D	
Common Stock	03/10/2006		S ⁽²⁾	31,250 D \$ 38	14,660 ⁽¹⁾	D	

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 Underlying (Instr. 3)
					V	(A)	(D)		
Non-Qualified Stock Option (right to buy)	\$ 30.15	03/10/2006		M		31,250	03/10/2006 ⁽³⁾ 03/10/2012	Common Stock	
Incentive Stock Option (right to buy)	\$ 38	03/09/2006		A		2,631	03/09/2007 ⁽⁴⁾ 03/09/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 38	03/09/2006		A		747,369	03/09/2007 ⁽⁵⁾ 03/09/2012	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASS CARL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		Chief Operating Officer	

Signatures

Nancy R. Thiel, Attorney-in-fact for
Carl Bass

03/10/2006

 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 21, 2004, as amended December 7, 2005.
- (3) The option vests over a 4-year period beginning on 03/10/2005 at the rate of 62,500 shares on each of the first, second and third anniversaries, and 59,184 shares on the fourth anniversary.
- (4) The option vests over a 4-year period beginning on 03/9/2006 at the rate of 0 shares on each of the first, second and third anniversaries, and 2,631 shares on the fourth anniversary.
- (5) The option vests over a 4-year period beginning on 03/9/2006 at the rate of 187,500 on each of the first, second and third anniversaries, and 184,869 on the fourth anniversary.

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- (6) 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.

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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