

AUTODESK INC  
Form 4  
January 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**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)  
01/02/2014

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)  
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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/02/2014		M		495,688 A \$ 16.53	868,496	D
Common Stock	01/02/2014		S		495,688 D \$ 49.2318	372,808	D
Common Stock	01/03/2014		M		29,312 A \$ 16.53	402,120	D
Common Stock	01/03/2014		M		145,787 A \$ 29.5	547,907	D
Common Stock	01/03/2014		S <sup>(2)</sup>		175,099 D \$ 49.1864	372,808	D

(6)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Incentive Stock Option (right to buy)	\$ 16.53	01/02/2014		M	6,050	(1) 02/02/2016	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 16.53	01/02/2014		M	489,638	(3) 02/02/2016	Common Stock 48
Non-Qualified Stock Option (right to buy)	\$ 16.53	01/03/2014		M	29,312	(3) 02/02/2016	Common Stock 29
Non-Qualified Stock Option (right to buy)	\$ 29.5	01/03/2014		M	145,787	(5) 03/26/2017	Common Stock 14

## Reporting Owners

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

## Signatures

Nancy R. Thiel, Attorney-in-fact for Carl Bass 01/03/2014

\*\*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 option vested over a four-year period beginning on 02/02/09 at the rate of 1 share on the first anniversary, 0 shares on the second and third anniversaries, and 6,049 shares on the fourth anniversary, and was fully vested and exercisable as of the Transaction Date.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 4, 2013.
- (3) The option vested over a four-year period beginning on 02/02/09 at the rate of 131,249 shares on the first anniversary, 131,250 shares on the second and third anniversaries, and 125,201 shares on the fourth anniversary.
- (4) All trades occurred within the following one dollar price range: \$48.88 through \$49.72. The reported price is the weighted average for trades within this range.
- (5) The option vests over a 4-year period beginning on 03/26/2010 at the rate of 97,500 shares on each of the first, second and third anniversaries, and 94,111 shares on the fourth anniversary.
- (6) All trades occurred within the following one dollar price range: \$48.85 through \$49.50. The reported price is the weighted average for trades within this range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.