

AUTODESK INC
Form 4
May 25, 2005

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 *
SCHEID STEVEN

2. Issuer Name and Ticker or Trading Symbol
AUTODESK INC [ADSK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 MCINNIS PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN RAFAEL 94903
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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	(A) or (D)	Price
Common Stock	05/24/2005		M		23,600	A	\$ 7.3
							31,752 ⁽³⁾
Common Stock	05/24/2005		M		9,400	A	\$ 8.424
							41,152 ⁽³⁾
Common Stock	05/24/2005		S		1,600	D	\$ 36.46
							39,552 ⁽³⁾
Common Stock	05/24/2005		S		13,000	D	\$ 36.4225
							26,552 ⁽³⁾
Common Stock	05/24/2005		S		9,000	D	\$ 36.43
							17,552 ⁽³⁾
	05/24/2005		S		9,400	D	\$ 36.46
							8,152 ⁽³⁾

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The option vests over a 3-year period beginning on 12/12/2002 at the rate of 27,200 shares on the first anniversary and 26,400 shares each on the second and third anniversaries.

(2) Options shall vest and become exercisable on 6/17/2004.

(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.

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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