

AUTODESK INC

Form 4

March 09, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TAYLOR MARY ALICE

(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)  
03/08/2005

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 03/08/2005                              |                                                             | M                                    |                                                                         | 40,000                                                                                                             | A                                                                       | \$ 6.9688 85,976 <sup>(1)</sup>                                   |
| Common<br>Stock                       | 03/08/2005                              |                                                             | S                                    |                                                                         | 15,000                                                                                                             | D                                                                       | \$ 30 70,976 <sup>(1)</sup>                                       |
| Common<br>Stock                       | 03/08/2005                              |                                                             | S                                    |                                                                         | 5,000                                                                                                              | D                                                                       | \$ 30.0161 65,976 <sup>(1)</sup>                                  |
| Common<br>Stock                       | 03/08/2005                              |                                                             | S                                    |                                                                         | 5,000                                                                                                              | D                                                                       | \$ 30.0162 60,976 <sup>(1)</sup>                                  |
| Common<br>Stock                       | 03/08/2005                              |                                                             | S                                    |                                                                         | 5,000                                                                                                              | D                                                                       | \$ 30.0502 55,976 <sup>(1)</sup>                                  |
|                                       | 03/08/2005                              |                                                             | S                                    |                                                                         | 5,000                                                                                                              | D                                                                       | 50,976 <sup>(1)</sup>                                             |

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|                 |            |   |       |   |    |         |                         |
|-----------------|------------|---|-------|---|----|---------|-------------------------|
| Common<br>Stock |            |   |       |   | \$ | 30.0846 |                         |
| Common<br>Stock | 03/08/2005 | S | 5,000 | D | \$ | 30.0996 | 45,976 <sup>(1)</sup> D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title                                                |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 6.9688                                                             | 03/08/2005                              |                                                             | M                                       | 40,000                                                                                                       | 06/24/2002 <sup>(2)</sup> 06/24/2009                           | Common<br>Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|------------------------------------------------------------------|----------------------------------|
|                                                                  | Director 10% Owner Officer Other |
| TAYLOR MARY ALICE<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 | X                                |

## Signatures

|                                                        |            |
|--------------------------------------------------------|------------|
| Andrew Chew, Attorney-in-fact for Mary Alice<br>Taylor | 03/09/2005 |
| **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 total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to stockholders of record on December 6, 2004.

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- (2) The option vests over a three year period beginning on June 24, 1999 at the rate of 13,600 shares on the first anniversary, and 13,200 shares on each of the second and third anniversaries.

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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