

AUTODESK INC
Form 4
June 28, 2007

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 *
HALVORSEN KRIS

(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)
06/26/2007

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 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	06/26/2007		M		20,000	A	\$ 8.424
Common Stock	06/26/2007		M		6,600	A	\$ 8.855
Common Stock	06/26/2007		M		13,200	A	\$ 6.88
Common Stock	06/26/2007		S		9,800	D	\$ 47.18
Common Stock	06/26/2007		S		10,000	D	\$ 47.09
	06/26/2007		S		10,000	D	14,996

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Common Stock \$ 47.04
 Common Stock 06/26/2007 S 10,000 D \$ 47 4,996 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)	\$ 8.424	06/26/2007		M	20,000	06/17/2004 ⁽¹⁾ 06/19/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.88	06/26/2007		M	13,200	06/20/2005 ⁽²⁾ 06/20/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 8.555	06/26/2007		M	6,600	06/21/2004 ⁽³⁾ 06/21/2011	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALVORSEN KRIS 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903		X		

Signatures

Diane Cree, Attorney-in-Fact for Kris Halvorsen 06/28/2007

__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 became fully vested on June 17, 2004.
- (2) The option vested over a 3-year period beginning on June 20, 2002, at the rate of 13,600 on the first year anniversary, and 13,200 on each of the second and third year anniversaries.
- (3) The option vested over a 3-year period beginning on June 21, 2001, at the rate of 13,600 on the first year anniversary, and 13,200 on each of the second and third year 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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