

AUTODESK INC
Form 4
September 21, 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 *
STERLING MARCIA K

(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)
09/20/2005

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)

Sr. VP Gen Counsel, Secretary

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)
			Code	V	Amount or Price		
Common Stock	09/20/2005		M		30,000 A \$ 7.875	46,020 ⁽¹⁾	D
Common Stock	09/20/2005		S ⁽²⁾		811 D \$ 41.7	45,209 ⁽¹⁾	D
Common Stock	09/20/2005		S ⁽²⁾		811 D \$ 41.82	44,398 ⁽¹⁾	D
Common Stock	09/20/2005		S ⁽²⁾		811 D \$ 41.84	43,587 ⁽¹⁾	D
Common Stock	09/20/2005		S ⁽²⁾		811 D \$ 41.85	42,776 ⁽¹⁾	D

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Common Stock	09/20/2005	S ⁽²⁾	811	D	\$ 42	41,965 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	811	D	\$ 42.03	41,154 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	811	D	\$ 42.06	40,343 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	811	D	\$ 42.09	39,532 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	3,241	D	\$ 42.1	36,291 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	1,622	D	\$ 42.15	34,669 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	1,622	D	\$ 42.18	33,047 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	1,216	D	\$ 42.33	31,831 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	4,054	D	\$ 42.36	27,777 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	3,243	D	\$ 42.39	24,534 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	2,838	D	\$ 42.41	21,696 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	2,432	D	\$ 42.42	19,264 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	1,622	D	\$ 42.49	17,642 ⁽¹⁾	D
Common Stock	09/20/2005	S ⁽²⁾	1,622	D	\$ 42.5	16,020 ⁽¹⁾	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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)					09/20/2005	09/20/2011	Common Stock	30
	\$ 7.875							
				M				
					30,000			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERLING MARCIA K 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr. VP Gen Counsel, Secretary	

Signatures

Nancy R. Thiel, Attorney-in-fact for Marcia K.
Sterling 09/21/2005

__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 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 14, 2004, as amended.

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.