

BECKER JAN

Form 4

December 23, 2004

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BECKER JAN**

(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)  
**12/23/2004**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP, HR and Corp. Real Estate

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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                    | 12/23/2004                           |                                                    | M                              |                                                                   | 30,000 | A          | \$ 11.0938                                                                                    | 36,408 <u>(1)</u>                                        | D                                                     |
| Common Stock                    | 12/23/2004                           |                                                    | S                              |                                                                   | 25,700 | D          | \$ 37.45                                                                                      | 10,708 <u>(1)</u>                                        | D                                                     |
| Common Stock                    | 12/23/2004                           |                                                    | S                              |                                                                   | 600    | D          | \$ 37.46                                                                                      | 10,108 <u>(1)</u>                                        | D                                                     |
| Common Stock                    | 12/23/2004                           |                                                    | S                              |                                                                   | 1,400  | D          | \$ 37.47                                                                                      | 8,708 <u>(1)</u>                                         | D                                                     |
| Common Stock                    | 12/23/2004                           |                                                    | S                              |                                                                   | 1,000  | D          | \$ 37.49                                                                                      | 7,708 <u>(1)</u>                                         | D                                                     |

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Common Stock 12/23/2004 S 1,300 D \$ 37.5 6,408 <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 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 11.0938                                             | 12/23/2004                           |                                                    | M                              | 30,000                                                                                  | 03/30/2004 <sup>(2)</sup> 03/30/2010                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                               |       |
|-----------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                           | Director      | 10% Owner | Officer                       | Other |
| BECKER JAN<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94903 |               |           | SVP, HR and Corp. Real Estate |       |

## Signatures

Kent Heinzman, Attorney-in-fact for Jan Becker 12/23/2004

\_\_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 option vests in four equal annual installments beginning on March 30, 2000.

(3)

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Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 pursuant to the terms of the Company's 1996 Stock Plan.

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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