

Miller Andrew
Form 3
March 17, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Miller Andrew
(Last) (First) (Middle)

111 MCINNIS PARKWAY
(Street)

SAN RAFAEL,Â CAÂ 94903
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/10/2005

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP, Finance, CAO & Controller

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

0

D Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	06/03/2004 ⁽¹⁾	06/03/2013	Common Stock	40,812	\$ 7.35	D	Â
Non-Qualified Stock Option (right to buy)	06/03/2004 ⁽²⁾	06/03/2013	Common Stock	19,188	\$ 7.35	D	Â
Non-Qualified Stock Option (right to buy)	11/20/2004 ⁽³⁾	11/20/2013	Common Stock	15,000	\$ 9.7	D	Â
Incentive Stock Option (right to buy)	04/05/2005 ⁽⁴⁾	04/05/2014	Common Stock	6,090	\$ 16.42	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2005 ⁽⁵⁾	04/05/2014	Common Stock	43,910	\$ 16.42	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Andrew 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â VP, Finance, CAO & Controller	Â

Signatures

Nancy Thiel, Attorney-in-fact for Andrew Miller 03/17/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 vests in four equal annual installments of 13,604 shares beginning on 06/03/2003.
- (2) The option vests in four equal annual installments of 6,396 shares beginning on 06/03/2003.
- (3) The option vests in four equal annual installments of 5,000 shares beginning on 11/20/2003.
- (4) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 0 shares on each of the first, second and third anniversaries, and 6,090 shares on the fourth anniversary.
- (5) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 12,500 shares on each of the first, second and third anniversaries, and 6,410 shares on the fourth anniversary.

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.