

AUTODESK INC

Form 4

March 23, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
03/21/2005

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)

Sr. VP Gen Counsel, Secretary

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)
Common Stock	03/21/2005		M	15,000	A \$ 7.365	39,610 (2)	D
Common Stock	03/21/2005		S(3)	200	D \$ 29.57	39,410 (2)	D
Common Stock	03/21/2005		S(3)	300	D \$ 29.52	39,110 (2)	D
Common Stock	03/21/2005		S(3)	300	D \$ 29.28	38,810 (2)	D
Common Stock	03/21/2005		S(3)	100	D \$ 29.27	38,710 (2)	D

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Common Stock	03/21/2005	<u>S(3)</u>	100	D	\$ 29.25	38,610 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	200	D	\$ 29.23	38,410 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	100	D	\$ 29.21	38,310 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	700	D	\$ 29.18	37,610 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	200	D	\$ 29.17	37,410 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	1,100	D	\$ 29.16	36,310 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	300	D	\$ 29.15	36,010 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	400	D	\$ 29.12	35,610 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	100	D	\$ 29.1	35,510 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	100	D	\$ 29.08	35,410 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	900	D	\$ 29.06	34,510 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	900	D	\$ 29.05	33,610 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	600	D	\$ 29.04	33,010 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	500	D	\$ 29.03	32,510 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	400	D	\$ 29.01	32,110 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	100	D	\$ 29	32,010 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	1,600	D	\$ 28.99	30,410 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	300	D	\$ 28.98	30,110 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	100	D	\$ 28.96	30,010 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S(3)</u>	200	D	\$ 28.95	29,810 <u>(2)</u>	D
	03/21/2005	<u>S(3)</u>	400	D		29,410 <u>(2)</u>	D

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Common Stock						\$ 28.94		
Common Stock	03/21/2005	S <sup>(3)</sup>	200	D		\$ 28.93	29,210 <sup>(2)</sup>	D
Common Stock	03/21/2005	S <sup>(3)</sup>	100	D		\$ 28.92	29,110 <sup>(2)</sup>	D
Common Stock	03/21/2005	S <sup>(3)</sup>	400	D		\$ 28.91	28,710 <sup>(2)</sup>	D
Common Stock	03/21/2005	S <sup>(3)</sup>	100	D		\$ 28.88	28,610 <sup>(2)</sup>	D

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

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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 Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.365	03/21/2005		M	15,000	03/13/2005 <sup>(1)</sup> 03/13/2013	Common Stock

## 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

03/23/2005

\_\_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 option vests over a 4-year period beginning on 03/13/2003 at the rate of 15,000 shares on each of the first, second and third anniversaries, and 1,424 shares on the fourth anniversary.
- (2) 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.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2005.

### Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 03/23/2005 for Ms. Sterling, the additional

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