

BASS CARL
Form 4
March 25, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BASS CARL

(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)
03/23/2005

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 _____ Other (specify
below) below)

Chief Operating Officer

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	03/23/2005		M	50,000 A	\$ 11 63,650 ⁽²⁾	D	
Common Stock	03/23/2005		M	31,250 A	\$ 7.365 94,900 ⁽²⁾	D	
Common Stock	03/23/2005		M	18,750 A	\$ 14.4 113,650 ⁽²⁾	D	
Common Stock	03/23/2005		S ⁽⁵⁾	50,000 D	\$ 28.31 63,650 ⁽²⁾	D	
Common Stock	03/23/2005		S ⁽⁵⁾	31,250 D	\$ 28.4 32,400 ⁽²⁾	D	

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Common Stock 03/23/2005 S⁽⁵⁾ 18,750 D \$ 28.42 13,650 ⁽²⁾ D

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

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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, 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)	\$ 11	03/23/2005		M	50,000	03/08/2005 ⁽¹⁾ 03/08/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.365	03/23/2005		M	31,250	03/13/2005 ⁽³⁾ 03/13/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.4	03/23/2005		M	18,750	03/18/2005 ⁽⁴⁾ 03/18/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BASS CARL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Chief Operating Officer

Signatures

Nancy R. Thiel, Attorney-in-fact for Carl Bass 03/25/2005

**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 03/08/2002 at the rate of 100,000 shares on each of the first, second and third anniversaries, and 90,910 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 option vests over a 4-year period beginning on 03/13/2003 at the rate of 37,498 shares on each of the first and second anniversaries, and 37,500 shares on the third anniversary and 23,924 shares on the fourth anniversary.
- (4) The option vests over a 4-year period beginning on 03/18/2004 at the rate of 62,500 shares on each of the first, second and third anniversaries, and 55,556 shares on the fourth anniversary.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 23, 2005.

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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