

AUTODESK INC

Form 3

March 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
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burden hours per
response... 0.5**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 *

^ Petit Marc

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/22/2007

3. Issuer Name **and** Ticker or Trading Symbol
AUTODESK INC [ADSK]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 Sr. VP, M&E

6. Individual or Joint/Group
 Filing(Check Applicable Line)
☒ Form filed by One Reporting
 Person
 ____ Form filed by More than One
 Reporting Person

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94903

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

^

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
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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
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	03/09/2007 ⁽¹⁾	03/09/2012	Common Stock	17,500	\$ 38	D	Â
Non-Qualified Stock Option (right to buy)	02/10/2006 ⁽²⁾	02/10/2012	Common Stock	20,000	\$ 29.37	D	Â
Incentive Stock Option (right to buy)	02/09/2005 ⁽³⁾	02/09/2014	Common Stock	9,434	\$ 13.405	D	Â
Non-Qualified Stock Option (right to buy)	02/09/2005 ⁽⁴⁾	02/09/2014	Common Stock	13,066	\$ 13.405	D	Â
Incentive Stock Option (right to buy)	11/20/2004 ⁽⁵⁾	11/20/2013	Common Stock	3,750	\$ 9.7	D	Â
Non-Qualified Stock Option (right to buy)	11/20/2004 ⁽⁶⁾	11/20/2013	Common Stock	3,750	\$ 9.7	D	Â
Incentive Stock Option (right to buy)	05/23/2004 ⁽⁷⁾	05/23/2013	Common Stock	5,456	\$ 7.425	D	Â
Non-Qualified Stock Option (right to buy)	05/23/2004 ⁽⁸⁾	05/23/2013	Common Stock	4,544	\$ 7.425	D	Â
Incentive Stock Option (right to buy)	11/11/2003 ⁽⁹⁾	11/11/2012	Common Stock	15,000	\$ 6.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Petit Marc 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â Sr. VP, M&E	Â

Signatures

Nancy R. Thiel, Attorney-in-fact for
Marc Petit 03/30/2007

__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 4,375 shares beginning on 03/09/2006
- (2) The option vests in four equal annual installments of 5,000 shares beginning on 02/10/2005
- (3) The option vests over a 4-year period beginning on 02/09/2004 at the rate of 0 shares on each of the first and second anniversaries, 1,976 shares on the third anniversary and 7,458 shares on the fourth anniversary.
- (4) The option vests over a 4-year period beginning on 02/09/2004 at the rate of 7,500 shares on each of the first and second anniversaries, 5,524 shares on the third anniversary and 42 shares on the fourth anniversary.

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- (5) The option vests over a 4-year period beginning on 11/20/2003 at the rate of 0 shares on each of the first, second and third anniversaries, and 3,750 shares on the fourth anniversary.
- (6) The option vests in three equal annual installments of 3,750 shares beginning on 11/20/2003.
- (7) The option vests over a 4-year period beginning on 05/23/2003 at the rate of 456 shares on each of the first, second and third anniversaries, and 5,000 shares on the fourth anniversary.
- (8) The option vests in three equal annual installments of 4,544 shares beginning on 05/23/2003.
- (9) The option vests in four equal annual installments of 15,000 shares beginning on 11/11/2002.

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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