

AUTODESK INC
Form 4
November 26, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chin Moonhie

(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)
11/23/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, SP&O

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/23/2007		M		29,648 A \$ 9.6563	44,192	D
Common Stock	11/23/2007		S ⁽¹⁾		2,000 D \$ 45.33	42,192	D
Common Stock	11/23/2007		S ⁽¹⁾		2,000 D \$ 45.43	40,192	D
Common Stock	11/23/2007		S ⁽¹⁾		3,000 D \$ 45.47	37,192	D
Common Stock	11/23/2007		S ⁽¹⁾		2,000 D \$ 45.49	35,192	D

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Common Stock	11/23/2007	<u>S(1)</u>	5,648	D	\$ 45.5	29,544	D
Common Stock	11/23/2007	<u>S(1)</u>	3,000	D	\$ 45.52	26,544	D
Common Stock	11/23/2007	<u>S(1)</u>	4,000	D	\$ 45.55	22,544	D
Common Stock	11/23/2007	<u>S(1)</u>	2,000	D	\$ 45.57	20,544	D
Common Stock	11/23/2007	<u>S(1)</u>	3,000	D	\$ 45.63	17,544	D
Common Stock	11/23/2007	<u>S(1)</u>	3,000	D	\$ 45.65	14,544	D
Common Stock	11/26/2007	M	45,000	A	\$ 14.4	59,544	D
Common Stock	11/26/2007	<u>S(1)</u>	5,000	D	\$ 45.45	54,544	D
Common Stock	11/26/2007	<u>S(1)</u>	5,000	D	\$ 45.48	49,544	D
Common Stock	11/26/2007	<u>S(1)</u>	2,000	D	\$ 45.5	47,544	D
Common Stock	11/26/2007	<u>S(1)</u>	1,000	D	\$ 45.53	46,544	D
Common Stock	11/26/2007	<u>S(1)</u>	5,000	D	\$ 45.56	41,544	D
Common Stock	11/26/2007	<u>S(1)</u>	1,000	D	\$ 45.6	40,544	D
Common Stock	11/26/2007	<u>S(1)</u>	3,000	D	\$ 45.65	37,544	D
Common Stock	11/26/2007	<u>S(1)</u>	1,000	D	\$ 45.66	36,544	D
Common Stock	11/26/2007	<u>S(1)</u>	1,000	D	\$ 45.74	35,544	D
Common Stock	11/26/2007	<u>S(1)</u>	1,000	D	\$ 45.75	34,544	D
Common Stock	11/26/2007	<u>S(1)</u>	2,000	D	\$ 45.77	32,544	D
Common Stock	11/26/2007	<u>S(1)</u>	1,000	D	\$ 45.79	31,544	D
Common Stock	11/26/2007	<u>S(1)</u>	2,000	D	\$ 45.82	29,544	D
	11/26/2007	<u>S(1)</u>	3,000	D	\$ 45.85	26,544	D

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Common
Stock

Common Stock 11/26/2007 S⁽¹⁾ 2,000 D \$ 45.87 24,544 D

Common Stock 11/26/2007 S⁽¹⁾ 6,000 D \$ 45.9 18,544 D

Common Stock 11/26/2007 S⁽¹⁾ 4,000 D \$ 45.94 14,544 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.6563	11/23/2007		M	10,352	12/17/2003 ⁽²⁾ 12/17/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 9.6563	11/23/2007		M	19,296	12/17/2003 ⁽³⁾ 12/17/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 14.4	11/26/2007		M	45,000	03/18/2007 ⁽⁴⁾ 03/18/2014	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chin Moonhie 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr. VP, SP&O	

Signatures

Nancy R. Thiel, Attorney-in-Fact for
Moonhie Chin

11/26/2007

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b-5-1 trading plan adopted by the reporting person on August 21, 2007.
- (2) The option vests over a 5-year period beginning on December 17, 1998, at the rate of 0 shares on the first anniversary, 4,088 shares on the second anniversary, and 10,352 shares on the third, fourth and fifth anniversaries.
- (3) The option vests over a 5-year period beginning on December 17, 1998, at the rate of 20,000 shares on the first anniversary, 35,912 shares on the second anniversary, and 29,648 shares on the third, fourth and fifth anniversaries.
- (4) The option vests over a 4-year period beginning on March 18, 2004 at the rate of 15,000 on each of the first, second and third anniversaries, and 8,056 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.