

BASS CARL

Form 4

November 02, 2007

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
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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)
11/01/2007

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/01/2007		M	10,000 A	\$ 7.365 39,330	D	
Common Stock	11/01/2007		S ⁽¹⁾	1,900 D	\$ 48.11 37,430	D	
Common Stock	11/01/2007		S ⁽¹⁾	100 D	\$ 48.23 37,330	D	
Common Stock	11/01/2007		S ⁽¹⁾	400 D	\$ 48.25 36,930	D	
Common Stock	11/01/2007		S ⁽¹⁾	800 D	\$ 48.26 36,130	D	

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Common Stock	11/01/2007	<u>S(1)</u>	500	D	\$ 48.265	35,630	D
Common Stock	11/01/2007	<u>S(1)</u>	1,500	D	\$ 48.27	34,130	D
Common Stock	11/01/2007	<u>S(1)</u>	1,000	D	\$ 48.28	33,130	D
Common Stock	11/01/2007	<u>S(1)</u>	200	D	\$ 48.29	32,930	D
Common Stock	11/01/2007	<u>S(1)</u>	300	D	\$ 48.3	32,630	D
Common Stock	11/01/2007	<u>S(1)</u>	200	D	\$ 48.34	32,430	D
Common Stock	11/01/2007	<u>S(1)</u>	100	D	\$ 48.37	32,330	D
Common Stock	11/01/2007	<u>S(1)</u>	100	D	\$ 48.38	32,230	D
Common Stock	11/01/2007	<u>S(1)</u>	700	D	\$ 48.42	31,530	D
Common Stock	11/01/2007	<u>S(1)</u>	100	D	\$ 48.435	31,430	D
Common Stock	11/01/2007	<u>S(1)</u>	100	D	\$ 48.44	31,330	D
Common Stock	11/01/2007	<u>S(1)</u>	200	D	\$ 48.475	31,130	D
Common Stock	11/01/2007	<u>S(1)</u>	200	D	\$ 48.52	30,930	D
Common Stock	11/01/2007	<u>S(1)</u>	200	D	\$ 48.525	30,730	D
Common Stock	11/01/2007	<u>S(1)</u>	400	D	\$ 48.53	30,330	D
Common Stock	11/01/2007	<u>S(1)</u>	300	D	\$ 48.535	30,030	D
Common Stock	11/01/2007	<u>S(1)</u>	400	D	\$ 48.55	29,630	D
Common Stock	11/01/2007	<u>S(1)</u>	100	D	\$ 48.565	29,530	D
Common Stock	11/01/2007	<u>S(1)</u>	200	D	\$ 48.57	29,330	D

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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	\$ 7.365	11/01/2007		M	10,000	03/13/2007 ⁽²⁾	03/13/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASS CARL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X		President and CEO	

Signatures

Nancy R. Thiel, Attorney-in-fact for
Carl Bass

11/02/2007

__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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2007.

(2) The option vests over a 4-year period beginning on March 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.

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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