

AUTODESK INC
Form 4
October 25, 2007

FORM 4

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

OMB APPROVAL

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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 *
BARTZ CAROL

(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)
10/24/2007

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)
Executive Chairman

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 (A) or Price (D)		
Common Stock	10/24/2007		S ⁽¹⁾	841	D \$ 45.92	1,085,826 ⁽²⁾	D
Common Stock	10/24/2007		S ⁽¹⁾	300	D \$ 45.91	1,085,526 ⁽²⁾	D
Common Stock	10/24/2007		S ⁽¹⁾	400	D \$ 45.9	1,085,126 ⁽²⁾	D
Common Stock	10/24/2007		S ⁽¹⁾	900	D \$ 45.88	1,084,226 ⁽²⁾	D
Common Stock	10/24/2007		S ⁽¹⁾	1,259	D \$ 45.87	1,082,967 ⁽²⁾	D

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Common Stock	10/24/2007	<u>S</u> (1)	1,500	D	\$ 45.86	1,081,467 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,500	D	\$ 45.85	1,079,967 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	500	D	\$ 45.84	1,079,467 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	3,200	D	\$ 45.83	1,076,267 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,200	D	\$ 45.82	1,075,067 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,200	D	\$ 45.81	1,073,867 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,900	D	\$ 45.8	1,071,967 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	400	D	\$ 45.79	1,071,567 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,271	D	\$ 45.78	1,070,296 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,322	D	\$ 45.77	1,068,974 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	400	D	\$ 45.76	1,068,574 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,100	D	\$ 45.75	1,067,474 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	2,200	D	\$ 45.74	1,065,274 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	2,664	D	\$ 45.73	1,062,610 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	4,168	D	\$ 45.72	1,058,442 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,432	D	\$ 45.71	1,057,010 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	2,300	D	\$ 45.7	1,054,710 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,236	D	\$ 45.69	1,053,474 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,507	D	\$ 45.68	1,051,967 <u>(2)</u>	D
Common Stock	10/24/2007	<u>S</u> (1)	1,100	D	\$ 45.67	1,050,867 <u>(2)</u>	D
	10/24/2007	<u>S</u> (1)	100	D		1,050,767 <u>(2)</u>	D

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on the Form 4 dated 10/25/2007 for Ms. Bartz, the additional line

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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