

AUTODESK INC  
Form 4  
April 04, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**CASTINO ALFRED**

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94930

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AUTODESK INC [ADSK]**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/01/2005**

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 and CFO

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 (D) Price		
Common Stock	04/01/2005		M		1,400 A \$ 6.36	19,032 <sup>(3)</sup>	D
Common Stock	04/01/2005		M		5,600 A \$ 6.36	24,632 <sup>(3)</sup>	D
Common Stock	04/01/2005		S <sup>(4)</sup>		1,200 D \$ 29.26	23,432 <sup>(3)</sup>	D
Common Stock	04/01/2005		S <sup>(4)</sup>		100 D \$ 29.28	23,332 <sup>(3)</sup>	D
Common Stock	04/01/2005		S <sup>(4)</sup>		100 D \$ 29.29	23,232 <sup>(3)</sup>	D

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Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.3	23,032 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.31	22,832 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.32	22,632 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	244	D	\$ 29.33	22,388 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	836	D	\$ 29.34	21,552 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.35	21,352 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	500	D	\$ 29.37	20,852 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	100	D	\$ 29.38	20,752 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	120	D	\$ 29.4	20,632 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	200	D	\$ 29.41	20,432 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	600	D	\$ 29.42	19,832 <sup>(3)</sup>	D
Common Stock	04/01/2005	S <sup>(4)</sup>	800	D	\$ 29.43	19,032 <sup>(3)</sup>	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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount

Incentive Stock Options (right to buy)	\$ 6.36	04/01/2005		M	1,400	09/26/2004 <sup>(1)</sup>	09/26/2012	Common Stock	
Non-Qualified Stock Options (right to buy)	\$ 6.36	04/01/2005		M	5,600	09/26/2004 <sup>(2)</sup>	09/26/2012	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASTINO ALFRED 111 MCINNIS PARKWAY SAN RAFAEL, CA 94930			Sr, VP and CFO	

## Signatures

Nancy R. Thiel, Attorney-in-fact for Alfred J.  
Castino

04/04/2005

\*\*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 in four equal annual installments of 15,722 each beginning on 09/26/2002.
- (2) The option vests in four equal annual installments of 44,278 each beginning on 09/26/2002
- (3) Includes shares acquired in March 2005 pursuant to the Issuer's Employee Stock Purchase Plan.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 17, 2004.

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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