AUTODESK INC Form 4 October 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

Stock

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **CASTINO ALFRED** Issuer Symbol AUTODESK INC [ADSK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 111 MCINNIS PARKWAY 10/03/2005 below) Sr. VP and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN RAFAEL, CA 94930 Person

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Securiti	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Accor(A) or Disposed (D) (Instr. 3, 4 and 5)	of	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 1)	(IIIstr. 1)
Common Stock	10/03/2005		M	7,000 A	\$ 6.36	34,125 <u>(4)</u>	D	
Common	10/03/2005		S(3)	5,600 D	\$ 46	28,525 (4)	D	

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

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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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Incentive Stock Options (right to buy)	\$ 6.36	10/03/2005		M	1,400	09/26/2004(1)	09/26/2012	Common Stock	1
Non-Qualified Stock Options (right to buy)	\$ 6.36	10/03/2005		M	5,600	09/26/2004(2)	09/26/2012	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships
Neboling Owner Name / Address	

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 10/04/2005

**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) 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.
- (4) Includes shares acquired in September 2005 pursuant to the Issuer's Employee Stock Purchase Plan.

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.

Reporting Owners 2