

AUTODESK INC  
Form 4  
March 07, 2006

**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 \*  
SCHEID STEVEN

(Last) (First) (Middle)  
111 MCINNIS PARKWAY  
(Street)

SAN RAFAEL 94903

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2006

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)

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                    | 03/03/2006                           |  | M                              |   | 26,400 A \$ 7.3   | 35,923   | D                                 |
| Common Stock                    | 03/03/2006                           |  | M                              |   | 30,600 A \$ 8.424   | 66,523   | D                                 |
| Common Stock                    | 03/03/2006                           |  | S                              |   | 4,635 D \$ 40   | 61,888   | D                                 |
| Common Stock                    | 03/03/2006                           |  | S                              |   | 575 D \$ 40.01  | 61,313   | D                                 |
| Common Stock                    | 03/03/2006                           |  | S                              |   | 800 D \$ 40.02  | 60,513   | D                                 |
|                                 | 03/03/2006                           |  | S                              |   | 1,484 D   | 59,029   | D                                 |

Edgar Filing: AUTODESK INC - Form 4

|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock |            |   |       |   | \$ 40.03 |        |   |
| Common Stock | 03/03/2006 | S | 1,500 | D | \$ 40.04 | 57,529 | D |
| Common Stock | 03/03/2006 | S | 2,100 | D | \$ 40.05 | 55,429 | D |
| Common Stock | 03/03/2006 | S | 2,448 | D | \$ 40.06 | 52,981 | D |
| Common Stock | 03/03/2006 | S | 9,329 | D | \$ 40.07 | 43,652 | D |
| Common Stock | 03/03/2006 | S | 200   | D | \$ 40.08 | 43,452 | D |
| Common Stock | 03/03/2006 | S | 750   | D | \$ 40.09 | 42,702 | D |
| Common Stock | 03/03/2006 | S | 400   | D | \$ 40.1  | 42,302 | D |
| Common Stock | 03/03/2006 | S | 100   | D | \$ 40.11 | 42,202 | D |
| Common Stock | 03/03/2006 | S | 100   | D | \$ 40.12 | 42,102 | D |
| Common Stock | 03/03/2006 | S | 200   | D | \$ 40.14 | 41,902 | D |
| Common Stock | 03/03/2006 | S | 900   | D | \$ 40.15 | 41,002 | D |
| Common Stock | 03/03/2006 | S | 1,600 | D | \$ 40.16 | 39,402 | D |
| Common Stock | 03/03/2006 | S | 100   | D | \$ 40.18 | 39,302 | D |
| Common Stock | 03/03/2006 | S | 1,000 | D | \$ 40.2  | 38,302 | D |
| Common Stock | 03/03/2006 | S | 100   | D | \$ 40.21 | 38,202 | D |
| Common Stock | 03/03/2006 | S | 1,000 | D | \$ 40.25 | 37,202 | D |
| Common Stock | 03/03/2006 | S | 309   | D | \$ 40.26 | 36,893 | D |
| Common Stock | 03/03/2006 | S | 200   | D | \$ 40.28 | 36,693 | D |
| Common Stock | 03/03/2006 | S | 800   | D | \$ 40.3  | 35,893 | D |
|              | 03/03/2006 | S | 100   | D |          | 35,793 | D |

Edgar Filing: AUTODESK INC - Form 4

|              |            |   |       |   |  |          |          |
|--------------|------------|---|-------|---|--|----------|----------|
| Common Stock |            |   |       |   |  | \$ 40.31 |          |
| Common Stock | 03/03/2006 | S | 2,000 | D |  | \$ 40.34 | 33,793 D |
| Common Stock | 03/03/2006 | S | 1,400 | D |  | \$ 40.35 | 32,393 D |
| Common Stock | 03/03/2006 | S | 100   | D |  | \$ 40.36 | 32,293 D |
| Common Stock | 03/03/2006 | S | 2,400 | D |  | \$ 40.38 | 29,893 D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option                 | \$ 7.3   | 03/03/2006                           |  | M                              | 26,400  | 12/12/2005 <sup>(1)</sup> 12/12/2012                     | Common Stock                                      |
| Non-Qualified Stock Option                 | \$ 8.424   | 03/03/2006                           |  | M                              | 30,600  | 06/17/2004 <sup>(2)</sup> 06/19/2013                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SCHEID STEVEN<br>111 MCINNIS PARKWAY<br>SAN RAFAEL 94903 |               | X         |         |       |

## Signatures

Nancy R. Thiel, Attorney-in-fact for Steven  
Scheid

03/07/2006

\_\_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 over a 3-year period beginning on 12/12/2002 at the rate of 27,200 on the first anniversary and 26,400 on each of the second and third anniversaries.
- (2) The options shall vest and become exercisable on 6/17/2004.

### Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 03/07/2006 for Mr. Scheid, the additional I

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.