

BECKER JAN  
Form 4  
April 05, 2011

**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 \*  
**BECKER JAN**

(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)  
**04/01/2011**

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, Human Res, Corp RE**

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)
			Code	V	Amount	(D)	Price
Common Stock	04/01/2011		M		9,088	A	\$ 11
Common Stock	04/01/2011		M		40,912	A	\$ 11
Common Stock	04/01/2011		M		13,576	A	\$ 7.365
Common Stock	04/01/2011		M		16,424	A	\$ 7.365
Common Stock	04/01/2011		S <sup>(3)</sup>		80,000	D	\$ 43.7643
							<u>(5)</u>

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 11	04/01/2011		M	9,088	03/08/2006 <sup>(1)</sup>	03/08/2012			Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11	04/01/2011		M	40,912	03/08/2006 <sup>(1)</sup>	03/08/2012			Common Stock
Incentive Stock Option (right to buy)	\$ 7.365	04/01/2011		M	13,576	03/13/2007 <sup>(4)</sup>	03/13/2013			Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.365	04/01/2011		M	16,424	03/13/2007 <sup>(4)</sup>	03/13/2013			Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER JAN 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr VP, Human Res, Corp RE	

## Signatures

Nancy R. Thiel, Attorney-in-fact for Jan Becker  
04/05/2011

\_\_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 vested in annual installments over a four-year period beginning on 03/08/2002 and was fully vested as of the Transaction Date.
- (2) Includes shares acquired in March 2011 pursuant to the Issuer's Employee Stock Purchase Plan.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2010.
- (4) The option vested in annual installments over a four-year period beginning on 03/13/2003 and was fully vested as of the Transaction Date.
- (5) All trades occurred within the following one dollar price range: \$43.5 through \$43.9027. The reported price is the weighted average for trades within this range.

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.