SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
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1. Name and Address of Reporting Person [*] BASS CARL					2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC</u> [ADSK]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle)					3. Date 11/01/	of Earliest Transac 2007	ction (M	onth/E	Day/Year)		Officer (give title Other (epocify					
111 MCINNIS PARKWAY												riesiuell				
(Street) SAN RAFAEL CA 94903					4. If An	nendment, Date of	Original	Filed	(Month/Day/Ye	6. Indiv Line) X	ridual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person					
(City)	(State	:)	(Zip)								Form filed by More than One Reporting Person					
		Ta	ble I - Non-I	Deriva	tive S	ecurities Acq	uired,	Dis	posed of, o	or Ben	eficially	Owned				
1. Title of Security ((Instr. 3	i)	Da	Transact ate onth/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities / Disposed Of (5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
							Code V		Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock				11/01/2	007		М		10,000	A	\$7.365	39,330	D			
Common Stock				11/01/2	007		S ⁽¹⁾		1,900	D	\$48.11	37,430	D			
Common Stock				11/01/2	007		S ⁽¹⁾		100	D	\$48.23	37,330	D			
Common Stock				11/01/2	007		S ⁽¹⁾		400	D	\$48.25	36,930	D			
Common Stock				11/01/2	007		S ⁽¹⁾		800	D	\$48.26	36,130	D			
Common Stock			-	11/01/2	007		S ⁽¹⁾		500	D	\$48.265	35,630	D			
Common Stock				11/01/2	007		S ⁽¹⁾		1,500	D	\$48.27	34,130	D			
Common Stock			:	11/01/2	007		S ⁽¹⁾		1,000	D	\$48.28	33,130	D			
Common Stock				11/01/2	007		S ⁽¹⁾		200	D	\$48.29	32,930	D			
Common Stock				11/01/2	007		S ⁽¹⁾		300	D	\$48.3	32,630	D			
Common Stock			:	11/01/2	007		S ⁽¹⁾		200	D	\$48.34	32,430	D			
Common Stock			:	11/01/2	007		S ⁽¹⁾		100	D	\$48.37	32,330	D			
Common Stock				11/01/2	007		S ⁽¹⁾		100	D	\$48.38	32,230	D			
Common Stock				11/01/2	007		S ⁽¹⁾		700	D	\$48.42	31,530	D			
Common Stock				11/01/2	.007		S ⁽¹⁾		100	D	\$48.435	31,430	D			
Common Stock				11/01/2	007		S ⁽¹⁾		100	D	\$48.44	31,330	D			
Common Stock			-	11/01/2	007		S ⁽¹⁾		200	D	\$48.475	31,130	D			
Common Stock			-	11/01/2	007		S ⁽¹⁾		200	D	\$48.52	30,930	D			
Common Stock				11/01/2	007		S ⁽¹⁾		200	D	\$48.525	30,730	D			
Common Stock				11/01/2	007		S ⁽¹⁾		400	D	\$48.53	30,330	D			
Common Stock				11/01/2	007		S ⁽¹⁾		300	D	\$48.535	30,030	D			
Common Stock				11/01/2	007		S ⁽¹⁾		400	D	\$48.55	29,630	D			
Common Stock				11/01/2	007		S ⁽¹⁾		100	D	\$48.565	29,530	D			
Common Stock				11/01/2	007		S ⁽¹⁾		200	D	\$48.57	29,330	D			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1 Title of 2	2	Transaction	34 Deemed		-	-	•					Price of 9 Numbe	r of 10	11 Nature		

Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying	8. Price of Derivative Security	derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Derivative Security (Instr. 3 and 4)	(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)

			Table II - Deriv (e.g.,					uired, Disp s, options,				Owned			
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)	Code (Instr. Derivative			vative urities uired or oosed D) (Instr.	ExDectesEbalercisaDateeand		Titletle and Sinacesnt of Securitles Underlying Derivative Security (Instr. 3 and 4)			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
								Date	Expiration		Amount or Number of				
Non-				Code	V	(A)	(D)	Exercisable	Date	Title	Shares				
Qualified Stock Option (right to buy)	\$7.365	11/01/2007		М			10,000	03/13/2007 ⁽²⁾	03/13/2013	Common Stock	10,000	\$0	13,924	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2007.

2. The option vests over a 4-year period beginning on March 13, 2003 at the rate of 37,498 shares on each of the first and second anniversaries and 37,500 shares on the third anniversary and 23,924 shares on the fourth anniversary.

<u>Nancy R. Thiel, Attorney-in-</u>	11
fact for Carl Bass	<u>11</u> /

1/02/2007

Date

** Signature of Reporting Person

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

 * 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).

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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