SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BARTZ CAROL	AUTODESK INC [ADSK]	X Director ☐ 10% Owner
(Last) (First) (Middle)		X Officer (give title below) ☐ Other (specify below)
111 MCINNIS PARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2004	Chairman, President and CEO
(Street)		6. Individual or Joint/Group Filing (Check Applicable Line)
SAN RAFAEL CA 94903	4. If Amendment, Date of Original Filed (Month/Day/Year)	X Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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	(A) or (D)	Price			
Common Stock	03/22/2004		M		20,000	A	$11.5625	519,942	D	
Common Stock	03/22/2004		S[(1)]		10,000	D	$28.23	509,942	D	
Common Stock	03/22/2004		S[(1)]		5,000	D	$28.31	504,942	D	
Common Stock	03/22/2004		S[(1)]		5,000	D	$28.25	499,942	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option(right to buy)	$28.8	03/18/2004		A		3,472		03/18/2008[(2)]	03/18/2014	Common Stock	3,472	$0	3,472	D	
Non-Qualified Stock Option (right to buy)	$28.8	03/18/2004		A		496,528		03/18/2005[(3)]	03/18/2014	Common Stock	496,528	$0	496,528	D	
Non-Qualified Stock Option (right to buy)	$11.5625	03/22/2004		M			20,000	09/11/2001[(4)]	09/11/2006	Common Stock	20,000	$0	632,698	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 May 21, 2002, as amended.

2. The option vests over a 4-year period beginning on 03/18/2004 at the rate of 0 on each of the first, second and third anniversaries, and 3472 on the fourth anniversary.

3. The option vests over a 4-year period beginning on 03/18/2004 at the rate of 125,000 on each of the first, second and third anniversaries, and 121,528 on the fourth anniversary.

4. The option vests over a 5-year period beginning on 09/11/1996 at the rate of 199998 on the first, second and third anniversaires, and 191352 on the fourth and fifth anniversaires.

Nancy R. Thiel, Attorney-in-fact for Carol Bartz   03/22/2004

** Signature of Reporting Person   Date