

AUTODESK INC

Form 4

March 23, 2005

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STERLING MARCIA K

(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)
03/21/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Sr. VP Gen Counsel, Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Stock	03/21/2005		M	V Amount (A) or (D) Price 15,000 A \$ 7.365	39,610 (2)	D	
Common Stock	03/21/2005		S(3)	200 D \$ 29.57	39,410 (2)	D	
Common Stock	03/21/2005		S(3)	300 D \$ 29.52	39,110 (2)	D	
Common Stock	03/21/2005		S(3)	300 D \$ 29.28	38,810 (2)	D	
Common Stock	03/21/2005		S(3)	100 D \$ 29.27	38,710 (2)	D	

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Common Stock	03/21/2005	<u>S</u> (3)	100	D	\$ 29.25	38,610 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	200	D	\$ 29.23	38,410 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	100	D	\$ 29.21	38,310 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	700	D	\$ 29.18	37,610 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	200	D	\$ 29.17	37,410 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	1,100	D	\$ 29.16	36,310 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	300	D	\$ 29.15	36,010 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	400	D	\$ 29.12	35,610 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	100	D	\$ 29.1	35,510 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	100	D	\$ 29.08	35,410 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	900	D	\$ 29.06	34,510 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	900	D	\$ 29.05	33,610 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	600	D	\$ 29.04	33,010 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	500	D	\$ 29.03	32,510 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	400	D	\$ 29.01	32,110 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	100	D	\$ 29	32,010 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	1,600	D	\$ 28.99	30,410 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	300	D	\$ 28.98	30,110 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	100	D	\$ 28.96	30,010 <u>(2)</u>	D
Common Stock	03/21/2005	<u>S</u> (3)	200	D	\$ 28.95	29,810 <u>(2)</u>	D
	03/21/2005	<u>S</u> (3)	400	D		29,410 <u>(2)</u>	D

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Common Stock						\$ 28.94		
Common Stock	03/21/2005	S ⁽³⁾	200	D		\$ 28.93	29,210 ⁽²⁾	D
Common Stock	03/21/2005	S ⁽³⁾	100	D		\$ 28.92	29,110 ⁽²⁾	D
Common Stock	03/21/2005	S ⁽³⁾	400	D		\$ 28.91	28,710 ⁽²⁾	D
Common Stock	03/21/2005	S ⁽³⁾	100	D		\$ 28.88	28,610 ⁽²⁾	D

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	Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 7.365	03/21/2005		M		15,000		03/13/2005 ⁽¹⁾	03/13/2013	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERLING MARCIA K 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr. VP Gen Counsel, Secretary	

Signatures

Nancy R. Thiel, Attorney-in-fact for Marcia K.
Sterling

03/23/2005

__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 over a 4-year period beginning on 03/13/2003 at the rate of 15,000 shares on each of the first, second and third anniversaries, and 1,424 shares on the fourth anniversary.
- (2) The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2005.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 03/23/2005 for Ms. Sterling, the additional

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