AUTODESK INC
Form 4
June 14, 2007

FORM 4

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

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
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALVORSEN KRIS

(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)
06/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 (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	06/12/2007		S		9,247	D	$ 45.1	4,996	D	
Common Stock	06/13/2007		M		20,000	A	$ 19.55	24,996	D	
Common Stock	06/13/2007		M		20,000	A	$ 8.42	44,996	D	
Common Stock	06/13/2007		M		6,600	A	$ 8.85	51,596	D	
Common Stock	06/13/2007		M		13,200	A	$ 6.88	64,796	D	
	06/13/2007		S		10,000	D		54,796	D	

Common Stock						$ 46.2141		
Common Stock	06/13/2007		S	10,000	D	$ 46.24	44,796	D
Common Stock	06/13/2007		S	10,000	D	$ 46.253	34,796	D
Common Stock	06/13/2007		S	9,800	D	$ 46.5	24,996	D
Common Stock	06/13/2007		S	6,600	D	$ 45.8041	18,396	D
Common Stock	06/13/2007		S	3,400	D	$ 45.8051	14,996	D
Common Stock	06/13/2007		S	10,000	D	$ 45.771	4,996	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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A c N c
Non-Qualified Stock Option (right to buy)	$ 8.855	06/13/2007		M			6,600 (5)	06/21/2004(1)	06/21/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 6.88	06/13/2007		M			13,200 (5)	06/20/2004(2)	06/20/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 8.424	06/13/2007		M			20,000 (5)	06/17/2004(3)	06/19/2013	Common Stock	
Non-Qualified Stock Option	$ 19.555	06/13/2007		M			20,000 (5)	06/23/2005(4)	06/17/2014	Common Stock	

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALVORSEN KRIS 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X			

Signatures

Diane Cree, Attorney-in-Fact for Kris Halvorsen	06/14/2007
**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 6/21/01 at the rate of 13,600 on the first anniversary, and 13,200 on the second and third year anniversaries.

(2) The option vests over a 3-year period beginning on 6/20/02 at the rate of 13,600 on the first anniversary, and 13,200 on the second and third year anniversaries.

(3) The option became fully vested and exercisable on June 17, 2004.

(4) The option became fully vested and exercisable on June 23, 2005.

(5) Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.

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.