

AUTODESK INC
Form 4
June 11, 2007

FORM 4

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

OMB APPROVAL

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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 *
Chin Moonhie

(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)
06/07/2007

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, SP&O

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/07/2007		M		10,912	A	\$ 11 24,891	D
Common Stock	06/07/2007		M		14,996	A	\$ 6.36 39,887	D
Common Stock	06/07/2007		M		5,000	A	\$ 7.365 44,887	D
Common Stock	06/07/2007		M		7,640	A	\$ 7.875 52,527	D
Common Stock	06/07/2007		M		4	A	\$ 6.36 52,531	D

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Common Stock	06/07/2007	M	2,360	A	\$ 7.875	54,891	D
Common Stock	06/07/2007	M	5,000	A	\$ 7.365	59,891	D
Common Stock	06/07/2007	M	10,000	A	\$ 8.1407	69,891	D
Common Stock	06/07/2007	M	9,088	A	\$ 11	78,979	D
Common Stock	06/07/2007	S	65,000	D	\$ 43.72	13,979	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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (Right to Buy)	\$ 11	06/07/2007		M	10,912	03/08/2005 03/08/2012	Common Stock	10	
Non-Qualified Stock Option (Right to Buy)	\$ 6.36	06/07/2007		M	14,996	09/26/2005 09/26/2012	Common Stock	1,	
Non-Qualified Stock Option (Right to Buy)	\$ 7.365	06/07/2007		M	5,000	03/13/2006 03/13/2013	Common Stock	5,	
Non-Qualified Stock Option (Right to Buy)	\$ 7.875	06/07/2007		M	7,640	09/20/2005 09/20/2011	Common Stock	7,	
Incentive Stock Option (Right to Buy)	\$ 6.36	06/07/2007		M	4	09/26/2006 09/26/2012	Common Stock		

Incentive Stock Option (Right to Buy)	\$ 7.875	06/07/2007	M	2,360	09/20/2005	09/20/2011	Common Stock	2,
Incentive Stock Option (Right to Buy)	\$ 7.365	06/07/2007	M	5,000	03/13/2007	03/13/2013	Common Stock	5,
Incentive Stock Option (Right to Buy)	\$ 8.1407	06/07/2007	M	10,000	03/20/2005	03/20/2011	Common Stock	10
Incentive Stock Option (Right to Buy)	\$ 11	06/07/2007	M	9,088	03/08/2006	03/08/2012	Common Stock	9,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chin Moonhie 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr. VP, SP&O	

Signatures

Nancy R. Thiel, Attorney-in-fact for
Moonhie Chin

06/11/2007

__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).

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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