AUTODESK INC Form 4

May 26, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

10% Owner

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

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 * BEVERIDGE CRAWFORD W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Street)

(Middle)

AUTODESK INC [ADSK]

3. Date of Earliest Transaction (Month/Day/Year)

05/25/2005

(Check all applicable)

111 MCINNIS PARKWAY

4. If Amendment, Date Original

Other (specify below) 6. Individual or Joint/Group Filing(Check

Officer (give title

Applicable Line)

_X__ Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN RAFAEL, CA 94903

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly 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. Securit omr Dispos (Instr. 3,	ted of (4 and 5		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/25/2005		M	20,000	A	\$ 9.5938	39,606 (1)	D	
Common Stock	05/25/2005		S	100	D	\$ 36.79	39,506 (1)	D	
Common Stock	05/25/2005		S	2,100	D	\$ 36.8	37,406 <u>(1)</u>	D	
Common Stock	05/25/2005		S	1,100	D	\$ 36.81	36,306 (1)	D	
Common Stock	05/25/2005		S	3,404	D	\$ 36.82	32,902 (1)	D	
	05/25/2005		S	5,895	D	\$ 36.83	27,007 (1)	D	

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Common Stock						
Common Stock	05/25/2005	S	1,531	D	\$ 36.84 25,476 (1)	D
Common Stock	05/25/2005	S	5,670	D	\$ 36.85 19,806 (1)	D
Common Stock	05/25/2005	S	200	D	\$ 36.89 19,606 (1)	D

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

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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 or 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 An Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 9.5938	05/25/2005		M	20,000	06/24/1999(2)	06/26/2007	Common Stock

Reporting Owners

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

Signatures

Nancy R. Thiel, Attorney-in-fact for Crawford W.
Beveridge 05/26/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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 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.
- (2) The option vests over a 3-year period beginning on 06/26/1997 at the rate of 13,600 shares on 06/25/1998, 13,200 shares on 06/24/1999 and 13,200 on 06/29/2000.

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.