

AUTODESK INC  
Form 4  
May 27, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCDOWELL MARY T

(Last) (First) (Middle)  
111 MCINNIS PKWY  
(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)  
05/26/2016

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)

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	05/26/2016		M		4,000 A \$ 29.5	43,560 <sup>(1)</sup>	D
Common Stock	05/26/2016		S		4,000 D \$ 57.9 <sup>(2)</sup>	39,560 <sup>(1)</sup>	D
Common Stock	05/26/2016		S		5,300 D \$ 57.9515 <sup>(3)</sup>	34,260 <sup>(1)</sup>	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)

number.

**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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 29.5	05/26/2016		M	4,000	<u>(4)</u> 03/26/2017	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDOWELL MARY T 111 MCINNIS PKWY SAN RAFAEL, CA 94903		X		

## Signatures

Andy Sewell, Attorney-in-Fact for Mary T. McDowell 05/27/2016

\_\_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 total securities beneficially owned includes 6,620 shares of unvested restricted stock units.

(2) Shares were sold in various amounts from \$57.90 to \$57.92 inclusive. The price listed here reflects the average weighted price.

(3) Shares were sold in various amounts from \$57.95 to \$57.96 inclusive. The price listed here reflects the average weighted price.

(4) The option vested over a three-year period beginning on 03/26/2010, at the rate of 17,000 shares on the first anniversary, and 16,500 shares on each of the second and third anniversaries.

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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