

BEVERIDGE CRAWFORD W  
Form 4  
June 17, 2011

**FORM 4**

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

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).

**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 \*  
BEVERIDGE CRAWFORD W

(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)  
06/15/2011

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 06/15/2011                           |  | M                              | V Amount (A) or (D) Price \$ 19.555                               | 46,568  | I  | By Trust  |
| Common Stock                    | 06/15/2011                           |  | S <sup>(2)</sup>               | 12,000 D \$ 37.46   | 34,568  | I  | By Trust  |
| Common Stock                    | 06/16/2011                           |  | A <sup>(3)</sup>               | 2,305 A \$ 0  | 36,873  | I  | By Trust  |

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

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SEC 1474  
(9-02)

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**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 of Underlying Security (Instr. 3) |                           |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)  | Date Exercisable          | Expiration Date | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 19.555  | 06/15/2011                           |  | M                              |   | 10,000   |  | 06/23/2005 <sup>(1)</sup> | 06/17/2014      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 36.44   | 06/16/2011                           |  | A                              |   | 20,000   |  | 06/07/2012 <sup>(4)</sup> | 06/16/2018      | Common Stock |

## Reporting Owners

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

## Signatures

Nancy R. Thiel, Attorney-in-Fact for Crawford W. Beveridge 06/17/2011

\_\_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 Options were granted on 6/17/2004, and became exercisable on the date of the next annual meeting on 6/23/2005.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/17/2010.
- (3) Restricted Stock Award granted under the 2010 Outside Directors' Stock Plan in lieu of \$140,000 cash compensation for services as a director, and shall vest on the date of the next annual meeting.
- (4) Options shall vest and become exercisable on the date of the next annual meeting.

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.