

BARTZ CAROL
Form 4
December 13, 2004

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 *
BARTZ CAROL

(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)
12/09/2004

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)
Chairman, President and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/09/2004		M		25,000	A	\$ 11.5625
Common Stock	12/09/2004		S ⁽¹⁾		200	D	\$ 64.35
Common Stock	12/09/2004		S ⁽¹⁾		479	D	\$ 64.49
Common Stock	12/09/2004		S ⁽¹⁾		7,821	D	\$ 64.32
Common Stock	12/09/2004		S ⁽¹⁾		500	D	\$ 64.33

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Common Stock	12/09/2004	<u>S(1)</u>	2,000	D	\$ 64.31	513,942	D
Common Stock	12/09/2004	<u>S(1)</u>	1,100	D	\$ 64.28	512,842	D
Common Stock	12/09/2004	<u>S(1)</u>	200	D	\$ 64.27	512,642	D
Common Stock	12/09/2004	<u>S(1)</u>	400	D	\$ 64.26	512,242	D
Common Stock	12/09/2004	<u>S(1)</u>	160	D	\$ 64.25	512,082	D
Common Stock	12/09/2004	<u>S(1)</u>	200	D	\$ 64.17	511,882	D
Common Stock	12/09/2004	<u>S(1)</u>	40	D	\$ 64.24	511,842	D
Common Stock	12/09/2004	<u>S(1)</u>	500	D	\$ 64.16	511,342	D
Common Stock	12/09/2004	<u>S(1)</u>	200	D	\$ 64.11	511,142	D
Common Stock	12/09/2004	<u>S(1)</u>	300	D	\$ 64.07	510,842	D
Common Stock	12/09/2004	<u>S(1)</u>	200	D	\$ 64.05	510,642	D
Common Stock	12/09/2004	<u>S(1)</u>	500	D	\$ 64.03	510,142	D
Common Stock	12/09/2004	<u>S(1)</u>	200	D	\$ 64.04	509,942	D
Common Stock	12/09/2004	<u>S(1)</u>	5,000	D	\$ 64.22	504,942	D
Common Stock	12/09/2004	<u>S(1)</u>	4,000	D	\$ 64.29	500,942	D
Common Stock	12/09/2004	<u>S(1)</u>	1,000	D	\$ 64.42	499,942	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)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 11.5625	12/09/2004		M	25,000	09/11/2001 ⁽²⁾	09/11/2006	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTZ CAROL 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X			Chairman, President and CEO

Signatures

Nancy R. Thiel, Attorney-in-fact for Carol Bartz	12/13/2004
**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2002, as amended.
- (2) The option vests over a 5-year period beginning on 09/11/1996 at the rate of 199,998 shares on the first, second and third anniversaries, and 191,352 shares on the fourth and fifth anniversaries.

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.