

AUTODESK INC
Form 4
December 14, 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 *
SCHEID STEVEN

(Last) (First) (Middle)
111 MCINNIS PARKWAY
(Street)

SAN RAFAEL 94903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTODESK INC [ADSK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2004

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)

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 | 12/13/2004 | | M | | 15,000 | A | \$ 14.6 |
| Common Stock | 12/13/2004 | | S | | 6,950 | D | \$ 68.7 |
| Common Stock | 12/13/2004 | | S | | 1,900 | D | \$ 68.72 |
| Common Stock | 12/13/2004 | | S | | 2,200 | D | \$ 68.73 |
| Common Stock | 12/13/2004 | | S | | 400 | D | \$ 68.74 |
| | 12/13/2004 | | S | | 650 | D | \$ 68.74 |

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| | | | | | | | |
|--------------|------------|--|---|-------|----------|----------|---------|
| Common Stock | | | | | \$ 68.75 | | |
| Common Stock | 12/13/2004 | | S | 600 | D | \$ 68.77 | 6,376 D |
| Common Stock | 12/13/2004 | | S | 200 | D | \$ 68.78 | 6,176 D |
| Common Stock | 12/13/2004 | | S | 900 | D | \$ 68.79 | 5,276 D |
| Common Stock | 12/13/2004 | | S | 1,200 | D | \$ 68.81 | 4,076 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (Right to Buy) | \$ 14.6 | 12/13/2004 | | M | 15,000 | 12/12/2004 ⁽¹⁾ 12/12/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHEID STEVEN 111 MCINNIS PARKWAY SAN RAFAEL 94903 | X | | | |

Signatures

Nancy R. Thiel, Attorney-in-fact for Steven
Scheid

12/14/2004

__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 option vests over a 3-year period beginning on 12/12/2002 at the rate of 13,600 on the first anniversary and 13,200 each on 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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