

AUTODESK INC  
Form 4/A  
June 07, 2007

**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 \*  
**CASTINO ALFRED**

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94930

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/05/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/07/2007**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP and CFO

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 or Price		
Common Stock	06/05/2007		M		60,000 A \$ 6.36	100,291 <sup>(2)</sup>	D
Common Stock	06/05/2007		M		24,000 A <sup>(5)</sup> \$ 8.725	124,291 <sup>(2)</sup>	D
Common Stock	06/05/2007		M		6,000 A <sup>(5)</sup> \$ 14.4	130,291 <sup>(2)</sup>	D
Common Stock	06/05/2007		S <sup>(1)</sup>		1,600 D \$ 44.45	128,691 <sup>(2)</sup>	D
Common Stock	06/05/2007		S <sup>(1)</sup>		8,500 D \$ 44.44	120,191 <sup>(2)</sup>	D

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Common Stock	06/05/2007	S <sup>(1)</sup>	6,512	D	\$ 44.43	113,679 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	4,599	D	\$ 44.42	109,080 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	11,704	D	\$ 44.41	97,376 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	16,562	D	\$ 44.4	80,814 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	17,346	D	\$ 44.39	63,468 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	15,770	D	\$ 44.38	47,698 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	3,535	D	\$ 44.37	44,163 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	2,550	D	\$ 44.36	41,613 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	1,300	D	\$ 44.35	40,313 <sup>(2)</sup>	D
Common Stock	06/05/2007	S <sup>(1)</sup>	100	D	\$ 44.34	40,213 <sup>(2)</sup>	D

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

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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 and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options (right to buy)	\$ 6.36	06/05/2007		M	44,278	09/26/2006	09/26/2012	Common Stock
Incentive	\$ 6.36	06/05/2007		M	15,722	09/26/2006	09/26/2012	Common

