

AUTODESK INC

Form 4

January 12, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BASS CARL**

(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)  
**01/11/2017**

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)

Chief Executive Officer

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	01/11/2017		M	2,282	A \$ 43.81	118,894 <sup>(1)</sup>	D
Common Stock	01/11/2017		M	97,718	A \$ 43.81	216,612 <sup>(1)</sup>	D
Common Stock	01/11/2017		S <sup>(2)</sup>	100,000	D \$ 79.8415 <sup>(3)</sup>	116,612 <sup>(1)</sup>	D

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**displays a currently valid OMB control 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 43.81	01/11/2017		M	2,282	03/24/2015 <sup>(4)</sup>	03/24/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 43.81	01/11/2017		M	97,718	03/24/2012 <sup>(5)</sup>	03/24/2021	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BASS CARL 111 MCINNIS PKWY SAN RAFAEL, CA 94903	X		Chief Executive Officer	

## Signatures

Andy Sewell, Attorney-in-Fact for  
Carl Bass 01/12/2017

\_\_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 112,833 shares of unvested restricted stock units.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 23, 2016.
- (3) Shares were sold in various amounts from \$79.18 to \$80.15 inclusive. The price listed here reflects the average weighted price.
- (4) The option vests over a four-year period beginning on 03/24/2011 at the rate of 0 shares on each of the first, second, and third anniversaries, and 2,282 shares on the fourth anniversary.
- (5) The option vests over a four-year period beginning on 03/24/2011 at the rate of 75,000 shares on each of the first, second, and third anniversaries, and 72,718 shares on the fourth anniversary.

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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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