

AUTODESK INC

Form 4

March 02, 2005

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**03/01/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Sr, VP and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                   |
| Common Stock                    | 03/01/2005                           |                                                    | M                              |                                                                   | 1,400  | A          | \$ 6.36                                                                                       | 16,916                                                   | D                                 |
| Common Stock                    | 03/01/2005                           |                                                    | M                              |                                                                   | 5,600  | A          | \$ 6.36                                                                                       | 22,516                                                   | D                                 |
| Common Stock                    | 03/01/2005                           |                                                    | S <sup>(3)</sup>               |                                                                   | 100    | D          | \$ 29.72                                                                                      | 22,416                                                   | D                                 |
| Common Stock                    | 03/01/2005                           |                                                    | S <sup>(3)</sup>               |                                                                   | 843    | D          | \$ 29.71                                                                                      | 21,573                                                   | D                                 |
| Common Stock                    | 03/01/2005                           |                                                    | S <sup>(3)</sup>               |                                                                   | 287    | D          | \$ 29.69                                                                                      | 21,286                                                   | D                                 |

Edgar Filing: AUTODESK INC - Form 4

|              |            |              |     |   |          |        |   |
|--------------|------------|--------------|-----|---|----------|--------|---|
| Common Stock | 03/01/2005 | <u>S</u> (3) | 191 | D | \$ 29.68 | 21,095 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 9   | D | \$ 29.67 | 21,086 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 437 | D | \$ 29.66 | 20,649 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 800 | D | \$ 29.64 | 19,849 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 300 | D | \$ 29.6  | 19,549 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 200 | D | \$ 29.59 | 19,349 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 100 | D | \$ 29.62 | 19,249 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 100 | D | \$ 29.56 | 19,149 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 109 | D | \$ 29.55 | 19,140 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 491 | D | \$ 29.53 | 18,649 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 400 | D | \$ 29.52 | 18,249 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 218 | D | \$ 29.54 | 18,031 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 500 | D | \$ 29.63 | 17,531 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 100 | D | \$ 29.56 | 17,431 | D |
| Common Stock | 03/01/2005 | <u>S</u> (3) | 415 | D | \$ 29.5  | 16,916 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

# Edgar Filing: AUTODESK INC - Form 4

|                                                  | Derivative<br>Security |            | Code | V | (A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                           | Date Exercisable | Expiration<br>Date | Title | An<br>or<br>Nu<br>of<br>SH |
|--------------------------------------------------|------------------------|------------|------|---|---------------------------------------------------------|---------------------------|------------------|--------------------|-------|----------------------------|
|                                                  |                        |            |      |   | (A)                                                     | (D)                       |                  |                    |       |                            |
| Incentive<br>Stock Options<br>(right to buy)     | \$ 6.36                | 03/01/2005 | M    |   | 1,400                                                   | 09/26/2004 <sup>(1)</sup> | 09/26/2012       | Common<br>Stock    | 1     |                            |
| Non-Qualified<br>Stock Options<br>(right to buy) | \$ 6.36                | 03/01/2005 | M    |   | 5,600                                                   | 09/26/2004 <sup>(2)</sup> | 09/26/2012       | Common<br>Stock    | 5     |                            |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                |       |
|---------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                               | Director      | 10% Owner | Officer        | Other |
| CASTINO ALFRED<br>111 MCINNIS PARKWAY<br>SAN RAFAEL, CA 94930 |               |           | Sr, VP and CFO |       |

## Signatures

Nancy R. Thiel, Attorney-in-fact for Alfred J.  
Castino

03/02/2005

\_\_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 in four equal annual installments of 15,722 shares each beginning on 09/26/2002.
- (2) The option vests in four equal annual installments of 44,278 shares each beginning on 09/26/2002
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 1, 2005.

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.