

AUTODESK INC
 Form 3
 March 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hanspal Amarpreet | | (Month/Day/Year) | AUTODESK INC [ADSK] | |
| (Last) | (First) | (Middle) | 03/22/2007 | |
| 111 MCINNIS PARKWAY | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SAN RAFAEL,Â CAÂ 94903 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Sr. VP, PG&P | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 0 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|---------------------------|------------|--------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | 08/13/2003 ⁽¹⁾ | 08/13/2012 | Common Stock | 3,300 | \$ 5.45 | D | Â |
| Non-Qualified Stock Option (right to buy) | 05/23/2004 ⁽²⁾ | 05/23/2013 | Common Stock | 3,960 | \$ 7.425 | D | Â |
| Non-Qualified Stock Option (right to buy) | 02/09/2005 ⁽³⁾ | 02/09/2014 | Common Stock | 7,920 | \$ 13.405 | D | Â |
| Non-Qualified Stock Option (right to buy) | 09/15/2005 ⁽⁴⁾ | 09/15/2014 | Common Stock | 40,000 | \$ 23.625 | D | Â |
| Non-Qualified Stock Option (right to buy) | 02/10/2006 ⁽⁵⁾ | 02/10/2012 | Common Stock | 20,000 | \$ 29.37 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/09/2007 ⁽⁶⁾ | 03/09/2012 | Common Stock | 16,500 | \$ 38 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hanspal Amarpreet 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903 | Â | Â | Â Sr. VP, PG&P | Â |

Signatures

Nancy R. Thiel, Attorney-in-fact for Amarpreet
Hanspal 03/30/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 08/13/2002 at the rate of 3,400 shares on the first anniversary and 3,300 shares on each of the second and third anniversaries.
- (2) The option vests over a 3-year period beginning on 05/23/2003 at the rate of 4,080 shares on the first anniversary and 3,960 shares on each of the second and third anniversaries.
- (3) The option vests over a 3-year period beginning on 02/09/2004 at the rate of 4,080 shares on the first anniversary and 3,960 shares on each of the second and third anniversaries.
- (4) The option vests over a 3-year period beginning on 09/15/2004 at the rate of 13,600 shares on the first anniversary and 13,200 shares on each of the second and third anniversaries.
- (5) The option vests in four equal annual installments of 5,000 shares beginning on 02/10/2005.
- (6) The option vests in four equal annual installments of 4,125 shares beginning on 03/09/2006.

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.