#### WEST STEVEN M

Form 4 June 12, 2009

### FORM 4

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

2. Issuer Name and Ticker or Trading

AUTODESK INC [ADSK]

3. Date of Earliest Transaction

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person \* WEST STEVEN M

(First) (Middle)

111 MCINNIS PARKWAY

(Street)

(State)

(Zip)

(Month/Day/Year) 06/11/2009

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN RAFAEL, CA 94903

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following (A) or (Instr. 3 and 4) Code V Amount (D) Price

Reported Transaction(s)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form 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 Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Ar Underlying Se (Instr. 3 and 4)

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 22.4	06/11/2009	A	20,000		06/10/2010(1)	06/11/2015	Common Stock
Restricted Stock Award (right to buy)	\$ 0.01	06/11/2009	A	2,545		06/11/2009(2)	09/09/2009	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>Fg</b> - m	Director	10% Owner	Officer	Other			
WEST STEVEN M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X						

### **Signatures**

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

West

\*\*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) Options shall vest and become exercisable on the date of the next annual meeting.
- (2) Options shall vest on the date of the next annual meeting.
- (3) Restricted Stock Award granted under the 2000 Directors' Option Plan in lieu of \$95,000 cash compensation for services as a director.

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.

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