

Bado George M  
Form 4  
November 22, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bado George M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/21/2005

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

111 MCINNIS PARKWAY

SVP, Worldwide Sales

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN RAFAEL, CA 94903

(City) (State) (Zip)

**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 (A) or (D) Price			
Common Stock	11/21/2005		M	15,526 A \$ 6.44	31,570 <sup>(1)</sup>	D	
Common Stock	11/21/2005		M	12,500 A \$ 9.7	44,070 <sup>(1)</sup>	D	
Common Stock	11/21/2005		S <sup>(2)</sup>	12,500 D \$ 38.98	31,570 <sup>(1)</sup>	D	

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

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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)
						Date Exercisable	Expiration Date	
				Code	V	(A)	(D)	Title
Incentive Stock Option (right to buy)	\$ 6.44	11/21/2005		M	15,526	11/11/2005 <sup>(3)</sup>	11/11/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.7	11/21/2005		M	12,500	11/20/2005 <sup>(4)</sup>	11/20/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bado George M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			SVP, Worldwide Sales	

## Signatures

Andrew Chew, Attorney-in-fact for George M. Bado 11/22/2005

\_\_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 total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 17, 2005.
- (3) The option vests in four equal annual installments of 15,526 shares beginning on November 11, 2002.
- (4) The option vests in four equal annual installments of 12,500 shares beginning on November 20, 2003.
- (5) Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.

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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