

WANGBERG LARRY W
Form 4
December 23, 2004

FORM 4

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

OMB APPROVAL

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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 *
WANGBERG LARRY W

(Last) (First) (Middle)
111 MCINNIS PARKWAY
(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)
12/22/2004

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)

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)
			Code	V	Amount	Price		
Common Stock	12/22/2004		M		20,000	A \$ 6.88	47,732 (1)	D
Common Stock	12/22/2004		S		5,000	D \$ 37.92	42,732 (1)	D
Common Stock	12/22/2004		S		5,000	D \$ 38	37,732 (1)	D
Common Stock	12/22/2004		S		5,000	D \$ 38.1006	32,732 (1)	D
Common Stock	12/22/2004		S		5,000	D \$ 38.25	27,732 (1)	D
	12/23/2004		M		6,800	A \$ 6.88	34,532 (1)	D

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Common Stock								
Common Stock	12/23/2004		M	13,200	A	\$ 8.424	47,732 ⁽¹⁾	D
Common Stock	12/23/2004		S	5,000	D	\$ 37.5	42,732 ⁽¹⁾	D
Common Stock	12/23/2004		S	5,000	D	\$ 37.52	37,732 ⁽¹⁾	D
Common Stock	12/23/2004		S	5,000	D	\$ 37.55	32,732 ⁽¹⁾	D
Common Stock	12/23/2004		S	5,000	D	\$ 38.225	27,732 ⁽¹⁾	D

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

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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
Non-Qualified Stock Option (right to buy)	\$ 6.88	12/22/2004		M	20,000	06/20/2004 ⁽²⁾ 06/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.88	12/23/2004		M	6,800	06/20/2004 ⁽²⁾ 06/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.424	12/23/2004		M	13,200	06/17/2004 ⁽⁴⁾ 06/19/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer Other

WANGBERG LARRY W
111 MCINNIS PARKWAY X
SAN RAFAEL, CA 94903

Signatures

Kent Heinzman, Attorney-in-fact for Larry W.
Wangberg

12/23/2004

__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 option vests over a 3-year period beginning on June 20, 2002 at the rate of 13,600 shares on the first anniversary, and 13,200 shares on the second and third anniversaries.
- (3) Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 pursuant to the terms of the Company's 2000 Directors' Option Plan.
- (4) 100% of the shares subject to the option first vested and became exercisable on June 17, 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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