

AUTODESK INC  
Form 4  
December 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**BASS CARL**

(Last) (First) (Middle)

111 MCINNIS PKWY

(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)  
**12/07/2015**

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)

Chief Executive Officer

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 or Price   |  |   |
| Common Stock                    | 12/07/2015                           |  | S <sup>(1)</sup>               |   | \$ 13,320   | D  |   |
|                                 |                                      |  |                                |   | 63.7317 <sup>(2)</sup>  |  |   |
|                                 |                                      |  |                                |   | \$ 212,061 <sup>(3)</sup>   |  |   |
|                                 |                                      |  |                                |   | 210,832 <sup>(4)</sup>  | D  |   |
| Common Stock                    | 12/07/2015                           |  | S <sup>(1)</sup>               |   | \$ 1,229  | D  |   |
|                                 |                                      |  |                                |   | 64.7711 <sup>(5)</sup>  |  |   |
|                                 |                                      |  |                                |   | \$ 210,381 <sup>(4)</sup>   |  |   |
| Common Stock                    | 12/07/2015                           |  | S <sup>(1)</sup>               |   | \$ 451  | D  |   |
|                                 |                                      |  |                                |   | 65.5436 <sup>(6)</sup>  |  |   |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| BASS CARL<br>111 MCINNIS PKWY<br>SAN RAFAEL, CA 94903 | X             |           | Chief Executive Officer |       |

## Signatures

Andy Sewell, Attorney-in-Fact for Carl Bass  
Date: 12/08/2015

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 30, 2015.
- (2) Shares were sold in various amounts between from \$63.37 to \$64.19 inclusive. The price listed here reflects the average weighted price.
- (3) Includes shares acquired in March 2015 pursuant to the Issuer's Employee Stock Purchase Plan.
- (4) The total securities beneficially owned includes 121,720 shares of unvested restricted stock units.
- (5) Shares were sold in various amounts between from \$64.48 to \$65.39 inclusive. The price listed here reflects the average weighted price.
- (6) Shares were sold in various amounts between from \$65.50 to \$65.65 inclusive. The price listed here reflects the average weighted price.

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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