

AUTODESK INC
Form 4
March 14, 2016

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 *
Ferguson Scott D.

(Last) (First) (Middle)
399 PARK AVENUE, 32ND FLOOR
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2016

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)

See Remarks

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 ("Shares")	03/11/2016		A		8,042 (1)	A	\$ 0
					8,042	D (2)	

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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ferguson Scott D. 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022	X	X		See Remarks
Sachem Head Capital Management LP 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		See Remarks
Uncas GP LLC 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		See Remarks
Sachem Head GP LLC 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		See Remarks

Signatures

/s/ Michael D. Adamski, as
Attorney-in-Fact
**Signature of Reporting Person
Date 03/14/2016

/s/ Michael D. Adamski, as General
Counsel
**Signature of Reporting Person
Date 03/14/2016

/s/ Michael D. Adamski, as General
Counsel
**Signature of Reporting Person
Date 03/14/2016

/s/ Michael D. Adamski, as General
Counsel

03/14/2016

__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) Scott D. Ferguson was granted an initial grant of 8,042 restricted stock units, as determined by dividing \$450,000 by the closing price of the Issuer's common stock on the date of the grant. Mr. Ferguson is entitled to receive one share of the Issuer's common stock for each restricted stock unit. These restricted stock units are granted pursuant to the 2012 Outside Directors' Stock Plan, and vest as to approximately one-third of the shares on an annual basis over a three-year period beginning on March 10, 2016.
- (2) Pursuant to an arrangement between Mr. Ferguson and Sachem Head Capital Management LP ("Sachem Head"), the restricted stock units are held by Mr. Ferguson for the benefit of Sachem Head. Such units are included as directly beneficially owned by Mr. Ferguson, but may also be deemed to be beneficially owned by Sachem Head as a result of such arrangements. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.

Remarks:

As described in Amendment No. 2 to the Schedule 13D filed by the Reporting Persons on March 11, 2016, on March 10, 2016

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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