

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BARTZ CAROL</u>			2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC [ADSK]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2005</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>111 MCINNIS PARKWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN RAFAEL CA 94903</u>								
(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	12/05/2005		M		33,056	A	\$7.4219	1,033,985	D	
Common Stock	12/05/2005		s ⁽¹⁾		10,000	D	\$42.2178	1,023,985	D	
Common Stock	12/05/2005		s ⁽¹⁾		10,000	D	\$42.6411	1,013,985	D	
Common Stock	12/05/2005		s ⁽¹⁾		10,000	D	\$42.7978	1,003,985	D	
Common Stock	12/05/2005		s ⁽¹⁾		3,056	D	\$42.533	1,000,929	D	
Common Stock	12/05/2005		M		16,944	A	\$7.875	1,017,873 ⁽³⁾	D	
Common Stock	12/05/2005		s ⁽¹⁾		6,944	D	\$42.533	1,010,929 ⁽³⁾	D	
Common Stock	12/05/2005		s ⁽¹⁾		10,000	D	\$42.5866	1,000,929 ⁽³⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$7.4219	12/05/2005		M		33,056		09/14/2004 ⁽²⁾	09/14/2010	Common Stock	33,056	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$7.875	12/05/2005		M		16,944		09/20/2002 ⁽⁵⁾	09/20/2011	Common Stock	16,944	\$0	783,056 ⁽⁴⁾	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2005.
- The option vests over a four-year period beginning on 09/14/2000 at the rate of 190,000 shares on the first and second anniversaries, 176,528 shares on the third and fourth anniversaries.
- 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.
- 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.
- The option vests in four equal annual installments of 200,000 shares each beginning on September 20, 2001.

Nancy R. Thiel, Attorney-in-fact for Carol Bartz 12/05/2005

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.