

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 | |
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|---|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person* BARTZ CAROL <hr/> (Last) (First) (Middle) 111 MCINNIS PARKWAY <hr/> (Street) SAN RAFAEL CA 94903 <hr/> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK] | | 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) Executive Chairman | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/07/2007 | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| | | | 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 | | | |

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 | 12/07/2007 | | S ⁽¹⁾ | | 7,134 | D | \$47.71 | 1,205,676 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 800 | D | \$47.57 | 1,204,876 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 2,300 | D | \$47.65 | 1,202,576 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 100 | D | \$47.6 | 1,202,476 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 200 | D | \$47.61 | 1,202,276 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 1,300 | D | \$47.62 | 1,200,976 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 4,200 | D | \$47.69 | 1,196,776 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 2,320 | D | \$47.64 | 1,194,456 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 700 | D | \$47.67 | 1,193,756 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 3,300 | D | \$47.85 | 1,190,456 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 2,600 | D | \$47.76 | 1,187,856 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 13,300 | D | \$47.73 | 1,174,556 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 5,966 | D | \$47.72 | 1,168,590 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 6,683 | D | \$47.74 | 1,161,907 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 1,000 | D | \$47.84 | 1,160,907 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 400 | D | \$47.87 | 1,160,507 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 2,100 | D | \$47.83 | 1,158,407 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 3,042 | D | \$47.77 | 1,155,365 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 800 | D | \$47.79 | 1,154,565 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 4,423 | D | \$47.75 | 1,150,142 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 1,600 | D | \$47.9 | 1,148,542 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 1,100 | D | \$47.89 | 1,147,442 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 2,800 | D | \$47.91 | 1,144,642 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 5,226 | D | \$48.04 | 1,139,416 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 8,893 | D | \$48.03 | 1,130,523 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 385 | D | \$48.005 | 1,130,138 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 200 | D | \$48.025 | 1,129,938 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 9,914 | D | \$48.02 | 1,120,024 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 4,100 | D | \$48.07 | 1,115,924 | D | |
| Common Stock | 12/07/2007 | | S ⁽¹⁾ | | 12,500 | D | \$48.05 | 1,103,424 | 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 | | | | | |

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2007.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on the Form 4 dated 12/11/2007 for Ms. Bartz, the additional line item entries in Table 1 are being reported on this additional Form 4 also dated 12/11/2007.

Nancy R. Thiel, Attorney-in-Fact for Carol Bartz 12/11/2007

** 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.