

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* HALVORSEN KRIS			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/26/2007			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
111 MCINNIS PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN RAFAEL CA 94903								
(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	06/26/2007		M		20,000	A	\$8.424	24,996	D	
Common Stock	06/26/2007		M		6,600	A	\$8.855	31,596	D	
Common Stock	06/26/2007		M		13,200	A	\$6.88	44,796	D	
Common Stock	06/26/2007		S		9,800	D	\$47.18	34,996	D	
Common Stock	06/26/2007		S		10,000	D	\$47.09	24,996	D	
Common Stock	06/26/2007		S		10,000	D	\$47.04	14,996	D	
Common Stock	06/26/2007		S		10,000	D	\$47	4,996	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)	\$8.424	06/26/2007		M		20,000		06/17/2004 ⁽¹⁾	06/19/2013	Common Stock	20,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$6.88	06/26/2007		M		13,200		06/20/2005 ⁽²⁾	06/20/2012	Common Stock	13,200	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$8.555	06/26/2007		M		6,600		06/21/2004 ⁽³⁾	06/21/2011	Common Stock	6,600	\$0	0	D	

Explanation of Responses:

- The option became fully vested on June 17, 2004.
- The option vested over a 3-year period beginning on June 20, 2002, at the rate of 13,600 on the first year anniversary, and 13,200 on each of the second and third year anniversaries.
- The option vested over a 3-year period beginning on June 21, 2001, at the rate of 13,600 on the first year anniversary, and 13,200 on each of the second and third year anniversaries.

Diane Cree, Attorney-in-Fact 06/28/2007
for Kris Halvorsen

** 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.

