

**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
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1. Name and Address of Reporting Person* <b>BASS CARL</b>			2. Issuer Name and Ticker or Trading Symbol <b>AUTODESK INC [ ADSK ]</b>			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) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/15/2007</b>			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		
111 MCINNIS PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SAN RAFAEL CA 94903</b>								
(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	11/15/2007		M		10,000	A	\$7.365	39,330	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$47.18	39,230	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$47.19	39,130	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		300	D	\$47.22	38,830	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$47.23	38,730	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		300	D	\$47.24	38,430	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$47.255	38,330	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		300	D	\$47.26	38,030	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		2,100	D	\$47.31	35,930	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$47.345	35,830	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		900	D	\$47.36	34,930	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		731	D	\$47.38	34,199	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		1,063	D	\$47.39	33,136	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		600	D	\$47.4	32,536	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		300	D	\$47.41	32,236	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		106	D	\$47.43	32,130	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		400	D	\$47.45	31,730	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$47.475	31,630	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		1,000	D	\$47.48	30,630	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$47.49	30,530	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		200	D	\$47.52	30,330	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		600	D	\$47.57	29,730	D	
Common Stock	11/15/2007		S <sup>(1)</sup>		400	D	\$47.69	29,330	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 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					

**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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$7.365	11/15/2007		M			10,000	03/13/2007 <sup>(2)</sup>	03/13/2013	Common Stock	10,000	\$0	3,924	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 June 29, 2007.
- The option vests over a 4-year period beginning on March 13, 2003 at the rate of 37,498 shares on each of the first and second anniversaries and 37,500 shares on the third anniversary and 23,924 shares on the fourth anniversary.

Nancy R. Thiel, Attorney-in-  
fact for Carl Bass                      11/19/2007

\*\* 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.

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