

**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>ASTROTH JOE</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Exec VP, Location Services Div</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/02/2004</b>			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) <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	03/02/2002		M		19,800	A	\$13.8125	19,800	D	
Common Stock	03/02/2002		M		19,800	A	\$13.9375	39,600	D	
Common Stock	03/02/2002		M		30,000	A	\$14.8438	69,600	D	
Common Stock	03/02/2002		M		15,400	A	\$15.75	85,000	D	
Common Stock	03/02/2002		S		85,000	D	\$28.25	0	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					
Incentive Stock Option (right to buy)	\$13.8125	03/02/2004		M			7,238	05/28/2001	05/28/2009	Common Stock 7,238	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$13.8125	03/02/2004		M			12,562	05/28/2002	05/28/2009	Common Stock 12,562	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$13.9375	03/02/2004		M			19,800	06/24/2002	06/24/2009	Common Stock 19,800	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$14.8438	03/02/2004		M			30,000	09/14/2003 <sup>(1)</sup>	09/14/2010	Common Stock 30,000	\$0	8,264	D	
Non-Qualified Stock Option (right to buy)	\$15.75	03/02/2004		M			15,400	09/20/2003 <sup>(2)</sup>	09/20/2011	Common Stock 15,400	\$0	44,600	D	

**Explanation of Responses:**

- The option vests in four equal annual installments beginning on September 14, 2000.
- The option vests in four equal annual installments beginning on September 20, 2001.

Nancy R. Thiel, Attorney-in-fact for Joe Astroth

03/03/2004

\*\* 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.**