

**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*<br><u>BARTZ CAROL</u><br><br>(Last) (First) (Middle)<br>111 MCINNIS PARKWAY<br><br>(Street)<br>SAN RAFAEL CA 94903<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AUTODESK INC [ ADSK ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Chairman</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/21/2008              |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 04/21/2008                           |  | M                              |   | 60,000  | A          | \$11     | 1,111,234 <sup>(3)</sup>  | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 690   | D          | \$32.67  | 1,110,544   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 175   | D          | \$32.705 | 1,110,369   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$32.71  | 1,108,369   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 6,727   | D          | \$32.7   | 1,101,642   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,409   | D          | \$32.68  | 1,100,233   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,200   | D          | \$32.69  | 1,099,033   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 9,217   | D          | \$32.73  | 1,089,816   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,160   | D          | \$32.77  | 1,088,656   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 6,523   | D          | \$32.72  | 1,082,133   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,433   | D          | \$32.75  | 1,080,700   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,600   | D          | \$32.82  | 1,079,100   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$32.81  | 1,077,100   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$32.8   | 1,076,700   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 3,419   | D          | \$32.76  | 1,073,281   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 3,825   | D          | \$32.74  | 1,069,456   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,200   | D          | \$32.78  | 1,068,256   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 700   | D          | \$32.79  | 1,067,556   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$32.86  | 1,067,156   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,600   | D          | \$32.87  | 1,065,556   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 300   | D          | \$32.89  | 1,065,256   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 900   | D          | \$32.93  | 1,064,356   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 3,041   | D          | \$33     | 1,061,315   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 465   | D          | \$32.99  | 1,060,850   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 800   | D          | \$32.98  | 1,060,050   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,016   | D          | \$32.97  | 1,059,034   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$32.85  | 1,058,634   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 1,600   | D          | \$32.9   | 1,057,034   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 500   | D          | \$32.91  | 1,056,534   | D  |   |
| Common Stock                    | 04/21/2008                           |  | S <sup>(1)</sup>               |   | 2,100   | D          | \$32.94  | 1,054,434   | 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   | Amount or Number of Shares |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$11   | 04/21/2008                           |  | M                              |   |  | 60,000 | 03/08/2004 <sup>(2)</sup>                                | 03/08/2012      | Common Stock  | 60,000                     | \$0  | 447,332  | 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 14, 2007.
- The option vests over a 4-year period beginning on 03/08/2002 at the rate of 160,000 shares on each of the first, second and third anniversaries, and 150,912 shares on the fourth anniversary.
- Includes shares acquired on March 31, 2008 pursuant to the Issuer's Employee Stock Purchase Plan.

**Remarks:**

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 04/22/2008 for Ms. Bartz, the additional line item entries in Table 1 have been reported on an additional Form 4 also dated 04/22/2008.

Nancy R. Thiel, Attorney-in-Fact for Carol Bartz      04/22/2008

\*\* 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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