

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* BASS CARL			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) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/02/2008			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) 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	06/02/2008		M		10,000	A	\$11	40,226	D	
Common Stock	06/02/2008		S ⁽¹⁾		600	D	\$40.52	39,626	D	
Common Stock	06/02/2008		S ⁽¹⁾		100	D	\$40.525	39,526	D	
Common Stock	06/02/2008		S ⁽¹⁾		1,300	D	\$40.53	38,226	D	
Common Stock	06/02/2008		S ⁽¹⁾		100	D	\$40.54	38,126	D	
Common Stock	06/02/2008		S ⁽¹⁾		107	D	\$40.56	38,019	D	
Common Stock	06/02/2008		S ⁽¹⁾		98	D	\$40.6	37,921	D	
Common Stock	06/02/2008		S ⁽¹⁾		100	D	\$40.61	37,821	D	
Common Stock	06/02/2008		S ⁽¹⁾		300	D	\$40.62	37,521	D	
Common Stock	06/02/2008		S ⁽¹⁾		600	D	\$40.63	36,921	D	
Common Stock	06/02/2008		S ⁽¹⁾		903	D	\$40.64	36,018	D	
Common Stock	06/02/2008		S ⁽¹⁾		100	D	\$40.72	35,918	D	
Common Stock	06/02/2008		S ⁽¹⁾		100	D	\$40.73	35,818	D	
Common Stock	06/02/2008		S ⁽¹⁾		196	D	\$40.74	35,622	D	
Common Stock	06/02/2008		S ⁽¹⁾		887	D	\$40.75	34,735	D	
Common Stock	06/02/2008		S ⁽¹⁾		100	D	\$40.755	34,635	D	
Common Stock	06/02/2008		S ⁽¹⁾		1,100	D	\$40.76	33,535	D	
Common Stock	06/02/2008		S ⁽¹⁾		214	D	\$40.77	33,321	D	
Common Stock	06/02/2008		S ⁽¹⁾		100	D	\$40.775	33,221	D	
Common Stock	06/02/2008		S ⁽¹⁾		1,395	D	\$40.78	31,826	D	
Common Stock	06/02/2008		S ⁽¹⁾		200	D	\$40.8	31,626	D	
Common Stock	06/02/2008		S ⁽¹⁾		100	D	\$40.82	31,526	D	
Common Stock	06/02/2008		S ⁽¹⁾		1,300	D	\$40.86	30,226	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		Date Exercisable	Expiration Date					

