

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>STERLING MARCIA K</b>  (Last) (First) (Middle) <b>111 MCINNIS PARKWAY</b>  (Street) <b>SAN RAFAEL CA 94903</b>  (City) (State) (Zip)	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>Sr. VP Gen. Counsel, Secretary</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/01/2003</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/01/2003		M		60,000	A	\$16.5	64,359 <sup>(1)</sup>	D	
Common Stock	12/01/2003		M		30,000	A	\$14.8438	94,359 <sup>(1)</sup>	D	
Common Stock	12/01/2003		M		30,000	A	\$16.2813	124,359 <sup>(1)</sup>	D	
Common Stock	12/01/2003		M		30,000	A	\$15.75	154,359 <sup>(1)</sup>	D	
Common Stock	12/01/2003		S		150,000	D	\$23.0667	4,359 <sup>(1)</sup>	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)	\$16.5	12/01/2003		M			60,000	03/14/2003	12/06/2009	Common Stock	60,000	\$0	0	D	
Incentive Stock Option (right to buy)	\$14.8438	12/01/2003		M			2	09/14/2003	09/14/2010	Common Stock	2	\$0	6,736	D	
Non-Qualified Stock Option (right to buy)	\$14.8438	12/01/2003		M			29,998	09/14/2003	09/14/2010	Common Stock	29,998	\$0	8,264	D	
Non-Qualified Stock Option (right to buy)	\$16.2813	12/01/2003		M			30,000	03/20/2003	03/20/2011	Common Stock	30,000	\$0	23,858	D	
Non-Qualified Stock Option (right to buy)	\$15.75	12/01/2003		M			30,000	09/20/2003	09/20/2011	Common Stock	30,000	\$0	30,000	D	

**Explanation of Responses:**

1. Includes shares acquired in September 2003 pursuant to the Issuer's Employee Stock Purchase Plan.

Kent Heinzman, Attorney-in-fact for Marcia K. Sterling

12/02/2003

\*\* 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.**