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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* BARTZ CAROL						2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC</u> [ADSK]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) 111 MCINNIS PARKWAY						3. Date of Earliest Transaction (Month/Day/Year) 12/09/2004								X Officer (give title Other (specify below) below) Chairman, President and CEO					
(Street) SAN RAFAEL CA 94903					4.	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Li								ndividual or Joint/Group Filing (Check Applicable) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City) (State) (Zip)														Person					
		Tal	ble I - No	on-Der	ivativ	ve S	ecuri	ities Ac	quired	l, Di	sposed o	f, or Bei	neficial	ly Owned					
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/						ay/Year) Exect		2A. Deemed Execution Date, if any (Month/Day/Year)		iction Instr.		Acquired (A) or f (D) (Instr. 3, 4 and 5)) Securiti Benefici Owned	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	t Be Ov	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) or (D)	Price	Transac	Transaction(s) (Instr. 3 and 4)		Ì	,		
Common	Stock			12/09/2004		ŀ			М		25,000	Α	\$11.56	25 524	1,942	D			
Common	Stock			12/09/2004		ŀ			S ⁽¹⁾		200	D	\$ <mark>64.3</mark>	5 524	4,742	D			
Common	Stock			12/09/2004		4		S ⁽¹⁾		479	D	\$ <mark>64</mark> .4	9 524	4,263	D				
Common	Stock			12/09/2004					S ⁽¹⁾		7,821	D	\$64.3	2 516	5,442	D			
Common Stock			12/09/2004		•			S ⁽¹⁾		500	D	\$64.3	3 515	5,942	D				
Common Stock			12/09/2004		04		S ⁽¹⁾		2,000	D	\$64.3	1 513	3,942	D					
Common Stock			12/09/2004					S ⁽¹⁾		1,100	D	\$ <mark>64</mark> .2	8 512	2,842	D				
Common Stock			12/09	12/09/2004				S ⁽¹⁾		200	D	\$64.2	7 512	2,642	D				
Common Stock			12/09	12/09/2004				S ⁽¹⁾		400	D	\$64.2	6 512	2,242	D				
Common Stock			12/09	12/09/2004				S ⁽¹⁾		160	D	\$64.2	5 512	2,082	D				
Common Stock 12/09/			9/2004	•			S ⁽¹⁾		200	D	\$ <mark>64</mark> .1	7 511	L,882	D					
Common Stock 12			12/09	9/2004	-			S ⁽¹⁾		40	D	\$64.2	4 511	L,842	D				
Common Stock			12/09/2004					S ⁽¹⁾		500	D	\$64 .1	6 511	1,342	D				
Common Stock 1			12/09	12/09/2004				S ⁽¹⁾		200	D	\$64.1	1 511	l,142	D				
Common Stock			12/09/2004					S ⁽¹⁾		300	D	\$64.0	_),842	D				
Common Stock 12/			12/09	2/09/2004				S ⁽¹⁾		200	D	\$64.0	5 510),642	D				
				12/09/2004				S ⁽¹⁾		500	D	\$64.0	_),142	D				
				9/2004	_			S ⁽¹⁾		200	D	\$64.0	_	9,942	D				
Common Stock 12/09/20					+			S ⁽¹⁾		5,000	D	\$64.2	_	1,942	D D				
Common Stock 12/09/20 Common Stock 12/09/20									S ⁽¹⁾		4,000	D	\$64.2	_	500,942				
Common	Stock				9/2004				S ⁽¹⁾		1,000	D	\$64.4		9,942	D			
			Table II								oosed of, convertik			Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	emed 4. ion Date, Tra		ansaction ode (Instr.		lumber ivative curities quired or posed D) (Instr. and 5)		Exerci on Da	sable and te	7. Title an of Securit Underlyin	id Amount ties ig e Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e Owner s Form: Ily Direct or Indi g (I) (Inst	(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares	1					

Code V (A) (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)	ve Conversion Date Execution Date, or Exercise (Month/Day/Year) if any		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)	\$11.5625	12/09/2004		М			25,000	09/11/2001 ⁽²⁾	09/11/2006	Common Stock	25,000	\$0	227,698	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2002, as amended.

2. The option vests over a 5-year period beginning on 09/11/1996 at the rate of 199,998 shares on the first, second and third anniversaries, and 191,352 shares on the fourth and fifth anniversaries.

Nancy R. Thiel, Attorney-in-
fact for Carol Bartz

<u>12/13/2004</u>

Date

** Signature of Reporting Person

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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