

**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* <u>Hawkins Mark J</u>  (Last) (First) (Middle) 111 MCINNIS PARKWAY  (Street) SAN RAFAEL CA 94903  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC [ ADSK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Exec. VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	03/24/2014		M		6,875	A	\$43.81	46,876	D	
Common Stock	03/24/2014		s <sup>(1)</sup>		6,875	D	\$50.0426 <sup>(4)</sup>	40,001	D	
Common Stock	03/24/2014		A		4,250 <sup>(3)</sup>	A	<sup>(3)</sup>	44,251	D	
Common Stock	03/24/2014		F		2,218	D	\$49.74	42,033	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					
Non-Qualified Stock Option (right to buy)	\$43.81	03/24/2014		M		6,875		03/24/2014 <sup>(2)</sup>	03/24/2021	Common Stock	\$0	4,593	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 January 4, 2013.
- The option vests over a 4-year period beginning on 03/24/2011 at the rate of 6,875 shares on each of the first, second and third anniversaries, and 4,593 shares on the fourth anniversary.
- Represents shares earned based upon attainment for performance stock unit awards. 4,250 shares subject to PSU vested on attainment on 3/24/2014.
- All trades occurred within the following one dollar price range: \$49.57 through \$50.48. The reported price is the weighted average for trades within this range.

Nancy R. Thiel, Attorney-in-Fact for Mark J. Hawkins 03/26/2014

\*\* 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.