

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* <u>Bradshaw Christopher</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, WW Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2007</u>	
	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	09/14/2007		M		35,000	A	\$17.525	36,154	D	
Common Stock	09/14/2007		S		400	D	\$47.09	35,754	D	
Common Stock	09/14/2007		S		8,582	D	\$47.06	27,172	D	
Common Stock	09/14/2007		S		600	D	\$47.15	26,572	D	
Common Stock	09/14/2007		S		700	D	\$47.24	25,872	D	
Common Stock	09/14/2007		S		100	D	\$47.12	25,772	D	
Common Stock	09/14/2007		S		400	D	\$47.14	25,372	D	
Common Stock	09/14/2007		S		8,900	D	\$47.11	16,472	D	
Common Stock	09/14/2007		S		400	D	\$47.1	16,072	D	
Common Stock	09/14/2007		S		400	D	\$47.16	15,672	D	
Common Stock	09/14/2007		S		100	D	\$47.28	15,572	D	
Common Stock	09/14/2007		S		1,700	D	\$47.13	13,872	D	
Common Stock	09/14/2007		S		1,600	D	\$47.07	12,272	D	
Common Stock	09/14/2007		S		2,500	D	\$47.08	9,772	D	
Common Stock	09/14/2007		S		400	D	\$47.21	9,372	D	
Common Stock	09/14/2007		S		1,100	D	\$47.29	8,272	D	
Common Stock	09/14/2007		S		1,100	D	\$47.25	7,172	D	
Common Stock	09/14/2007		S		558	D	\$47.17	6,614	D	
Common Stock	09/14/2007		S		158	D	\$47.19	6,456	D	
Common Stock	09/14/2007		S		600	D	\$47.27	5,856	D	
Common Stock	09/14/2007		S		600	D	\$47.2	5,256	D	
Common Stock	09/14/2007		S		500	D	\$47.26	4,756	D	
Common Stock	09/14/2007		S		200	D	\$47.23	4,556	D	
Common Stock	09/14/2007		S		300	D	\$47.18	4,256	D	
Common Stock	09/14/2007		S		254	D	\$47.31	4,002	D	
Common Stock	09/14/2007		S		2,642	D	\$47.33	1,360	D	
Common Stock	09/14/2007		S		206	D	\$47.3	1,154	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
Non-Qualified Stock Option (right to buy)	\$17.525	09/14/2007		M	35,000	04/05/2007 ⁽¹⁾ 04/05/2014	Common Stock 35,000	\$0	23,910	D	

Explanation of Responses:

1. The option vests over a 4-year period beginning on 04/05/2004 at the rate of 17,500 shares on each of the first, second and third anniversaries, and 11,410 shares on the fourth anniversary.

Nancy R. Thiel, Attorney-in-fact for Christopher Bradshaw 09/17/2007

** 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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