

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>TAYLOR MARY ALICE</u> (Last) (First) (Middle) <u>111 MCINNIS PARKWAY</u> (Street) <u>SAN RAFAEL CA 94903</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/14/2007</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	06/14/2007		M		40,000	A	\$8.875	91,178	D	
Common Stock	06/14/2007		M		40,000	A	\$8.855	131,178	D	
Common Stock	06/14/2007		S		19,245	D	\$45.2	111,933	D	
Common Stock	06/14/2007		S		1,207	D	\$45.21	110,726	D	
Common Stock	06/14/2007		S		7,069	D	\$45.22	103,657	D	
Common Stock	06/14/2007		S		3,779	D	\$45.23	99,878	D	
Common Stock	06/14/2007		S		8,200	D	\$45.24	91,678	D	
Common Stock	06/14/2007		S		500	D	\$45.25	91,178	D	
Common Stock	06/14/2007		S		2,400	D	\$45.3	88,778	D	
Common Stock	06/14/2007		S		59	D	\$45.31	88,719	D	
Common Stock	06/14/2007		S		1,600	D	\$45.32	87,119	D	
Common Stock	06/14/2007		S		16,243	D	\$45.34	70,876	D	
Common Stock	06/14/2007		S		13,126	D	\$45.35	57,750	D	
Common Stock	06/14/2007		S		3,800	D	\$45.36	53,950	D	
Common Stock	06/14/2007		S		2,772	D	\$45.37	51,178	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)	\$8.875	06/14/2007		M		40,000 ⁽¹⁾		06/22/2003 ⁽²⁾	06/22/2010	Common Stock	40,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$8.855	06/14/2007		M		40,000 ⁽¹⁾		06/21/2004 ⁽³⁾	06/21/2011	Common Stock	40,000	\$0	0	D	

Explanation of Responses:

- Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004, pursuant to the terms of the Company's 2000 Directors' Option Plan.
- The option vested over a three-year period beginning on June 22, 2000 at the rate of 13,600 shares on the first anniversary, and 13,200 shares on each of the second and third anniversaries.
- The option vested over a three-year period beginning on June 21, 2001 at the rate of 13,600 shares on the first anniversary, and 13,200 shares on each of the second and third anniversaries.

Andrew Chew, Attorney-in-fact 06/15/2007
for Mary Alice Taylor

** 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.