

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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|--|--|---|
| 1. Name and Address of Reporting Person* <u>Bado George M</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Worldwide Sales</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2007</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 | | | |

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 |
| Incentive Stock Option (right to buy) | \$6.44 | 08/06/2007 | | D ⁽⁵⁾ | | 15,526 | | 11/11/2006 ⁽¹⁾ | 11/11/2012 | Common Stock | 15,526 | \$0 | 0 | D | |
| Non-Qualified Stock Option (right to buy) | \$7.605 | 08/06/2007 | | A ⁽⁵⁾ | | 15,526 | | 11/11/2006 ⁽¹⁾ | 11/11/2012 | Common Stock | 15,526 | \$0 | 15,526 | D | |
| Non-Qualified Stock Option (right to buy) | \$6.44 | 08/06/2007 | | D ⁽⁵⁾ | | 34,474 | | 11/11/2006 ⁽²⁾ | 11/11/2012 | Common Stock | 34,474 | \$0 | 0 | D | |
| Non-Qualified Stock Option (right to buy) | \$7.605 | 08/06/2007 | | A ⁽⁵⁾ | | 34,474 | | 11/11/2006 ⁽²⁾ | 11/11/2012 | Common Stock | 34,474 | \$0 | 34,474 | D | |
| Incentive Stock Option (right to buy) | \$16.42 | 08/06/2007 | | D ⁽⁵⁾ | | 6,090 | | 04/05/2008 ⁽³⁾ | 04/05/2014 | Common Stock | 6,090 | \$0 | 0 | D | |
| Non-Qualified Stock Option (right to buy) | \$17.525 | 08/06/2007 | | A ⁽⁵⁾ | | 6,090 | | 04/05/2008 ⁽³⁾ | 04/05/2014 | Common Stock | 6,090 | \$0 | 6,090 | D | |
| Non-Qualified Stock Option (right to buy) | \$16.42 | 08/06/2007 | | D ⁽⁵⁾ | | 53,910 | | 04/05/2007 ⁽⁴⁾ | 04/05/2014 | Common Stock | 53,910 | \$0 | 0 | D | |
| Non-Qualified Stock Option (right to buy) | \$17.525 | 08/06/2007 | | A ⁽⁵⁾ | | 53,910 | | 04/05/2007 ⁽⁴⁾ | 04/05/2014 | Common Stock | 53,910 | \$0 | 53,910 | D | |

Explanation of Responses:

- The option vests in four equal annual installments of 15,526 shares each beginning on November 11, 2002.
- The option vests in four equal annual installments of 34,474 shares each beginning on November 11, 2002.

3. The option vests over a 4-year period beginning on April 5, 2004, at the rate of 0 shares on each of the first, second and third year anniversaries, and 6,090 shares on the fourth year anniversary.
4. The option vests over a 4-year period beginning on April 5, 2004, at the rate of 30,000 shares on each of the first, second and third year anniversaries, and 23,910 shares on the fourth year anniversary.
5. The reported transactions involved an amendment of an outstanding option resulting in a deemed cancellation of the old option and a grant of a replacement option. See the current report on Form 8-K filed with the SEC by Autodesk, Inc. on July 27, 2007 for more information.

Diane Cree, Attorney-in-Fact
for George M. Bado

08/08/2007

** 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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