

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Strayer Pamela J</u>  (Last) (First) (Middle) AUTODESK, INC. 111 MCINNIS PARKWAY  (Street) SAN RAFAEL CA 94903  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 09/22/2011	<b>3. Issuer Name and Ticker or Trading Symbol</b> AUTODESK INC [ ADK ]  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, PAO & Corporate Controller	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,753 <sup>(1)</sup>	D	
Common Stock	2,754 <sup>(2)</sup>	I	By Husband

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	06/14/2008 <sup>(3)</sup>	06/14/2013	Common Stock	5,000	45.29	D	
Non-Qualified Stock Option (right to buy)	12/05/2008 <sup>(3)</sup>	12/05/2013	Common Stock	5,000	48.72	D	
Non-Qualified Stock Option (right to buy)	04/14/2009 <sup>(3)</sup>	04/14/2015	Common Stock	1,485	31.68	D	
Non-Qualified Stock Option (right to buy)	09/24/2009 <sup>(4)</sup>	09/24/2015	Common Stock	7,500	33.6	D	
Non-Qualified Stock Option (right to buy)	02/02/2010 <sup>(5)</sup>	02/02/2016	Common Stock	7,500	16.53	D	
Non-Qualified Stock Option (right to buy)	03/25/2011 <sup>(6)</sup>	03/25/2017	Common Stock	15,000	29.49	D	
Non-Qualified Stock Option (right to buy)	03/23/2012 <sup>(7)</sup>	03/23/2021	Common Stock	8,000	41.62	D	
Non-Qualified Stock Option (right to buy)	06/10/2011 <sup>(8)</sup>	06/10/2017	Common Stock	6,000	27.4	I	By Husband
Non-Qualified Stock Option (right to buy)	03/23/2012 <sup>(9)</sup>	03/23/2021	Common Stock	3,400	41.62	I	By Husband

**Explanation of Responses:**

1. Includes 3,800 restricted stock units that will be fully vested on December 2, 2011, and 4,000 restricted stock units that vest over a 3-year period at the rate of 1,360 shares on 03/06/2012, and 1,320 shares on each of 03/06/2013 and 03/06/2014. The Reporting Person is entitled to receive one share of common stock for each restricted stock unit. In the event the Reporting Person ceases to be a Section 16 Reporting Officer before these shares are fully vested they will be forfeited to the Issuer.
2. Includes 1,750 restricted stock units that will be fully vested on December 7, 2012. The Holder is entitled to receive one share of common stock for each restricted stock unit. In the event the Holder ceases to be a Service Provider before these shares are fully vested they will be forfeited to the Issuer.
3. The option is fully vested and exercisable.
4. The option vests in four equal annual installments of 3,750 shares each beginning on 09/24/2008.
5. The option vests in four equal annual installments of 3,750 shares each beginning on 02/02/2009.
6. The option vests in four equal annual installments of 5,000 shares each beginning on 03/25/2010.
7. The option vests in four equal annual installments of 2,000 shares each beginning on 03/23/2011.
8. The option vests over a 3-year period beginning on 06/10/2010 at the rate of 2,040 shares on the first anniversary and 1,980 shares on each of the second and third anniversaries.
9. The option vests over a 3-year period beginning on 03/23/2011 at the rate of 1,156 shares on the first anniversary and 1,122 shares on each of the second and third anniversaries.

Nancy R. Thiel, Attorney-in-Fact for Pamela J. Strayer      09/30/2011

\*\* 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Autodesk, Inc. (the "Company"), hereby constitutes and appoints Nancy Thiel, Diane Cree and Andrew Chew and each

of them, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Form ID and Forms 3, 4, and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of September, 2011.

Signature:           /s/ Pamela J. Strayer  
Print Name:           Pamela J. Strayer