

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* SCHEID STEVEN (Last) (First) (Middle) 111 MCINNIS PARKWAY (Street) SAN RAFAEL 94903 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]	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) 03/03/2006	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/03/2006		M		26,400	A	\$7.3	35,923	D	
Common Stock	03/03/2006		M		30,600	A	\$8.424	66,523	D	
Common Stock	03/03/2006		S		4,635	D	\$40	61,888	D	
Common Stock	03/03/2006		S		575	D	\$40.01	61,313	D	
Common Stock	03/03/2006		S		800	D	\$40.02	60,513	D	
Common Stock	03/03/2006		S		1,484	D	\$40.03	59,029	D	
Common Stock	03/03/2006		S		1,500	D	\$40.04	57,529	D	
Common Stock	03/03/2006		S		2,100	D	\$40.05	55,429	D	
Common Stock	03/03/2006		S		2,448	D	\$40.06	52,981	D	
Common Stock	03/03/2006		S		9,329	D	\$40.07	43,652	D	
Common Stock	03/03/2006		S		200	D	\$40.08	43,452	D	
Common Stock	03/03/2006		S		750	D	\$40.09	42,702	D	
Common Stock	03/03/2006		S		400	D	\$40.1	42,302	D	
Common Stock	03/03/2006		S		100	D	\$40.11	42,202	D	
Common Stock	03/03/2006		S		100	D	\$40.12	42,102	D	
Common Stock	03/03/2006		S		200	D	\$40.14	41,902	D	
Common Stock	03/03/2006		S		900	D	\$40.15	41,002	D	
Common Stock	03/03/2006		S		1,600	D	\$40.16	39,402	D	
Common Stock	03/03/2006		S		100	D	\$40.18	39,302	D	
Common Stock	03/03/2006		S		1,000	D	\$40.2	38,302	D	
Common Stock	03/03/2006		S		100	D	\$40.21	38,202	D	
Common Stock	03/03/2006		S		1,000	D	\$40.25	37,202	D	
Common Stock	03/03/2006		S		309	D	\$40.26	36,893	D	
Common Stock	03/03/2006		S		200	D	\$40.28	36,693	D	
Common Stock	03/03/2006		S		800	D	\$40.3	35,893	D	
Common Stock	03/03/2006		S		100	D	\$40.31	35,793	D	
Common Stock	03/03/2006		S		2,000	D	\$40.34	33,793	D	
Common Stock	03/03/2006		S		1,400	D	\$40.35	32,393	D	
Common Stock	03/03/2006		S		100	D	\$40.36	32,293	D	
Common Stock	03/03/2006		S		2,400	D	\$40.38	29,893	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	Amount or Number of Shares				
Non-Qualified Stock Option	\$7.3	03/03/2006		M			26,400	12/12/2005 ⁽¹⁾	12/12/2012	Common Stock	26,400	\$0	0	D	
Non-Qualified Stock Option	\$8.424	03/03/2006		M			30,600	06/17/2004 ⁽²⁾	06/19/2013	Common Stock	30,600	\$0	0	D	

Explanation of Responses:

- The option vests over a 3-year period beginning on 12/12/2002 at the rate of 27,200 on the first anniversary and 26,400 on each of the second and third anniversaries.
- The options shall vest and become exercisable on 6/17/2004.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 03/07/2006 for Mr. Scheid, the additional line item entries in Table 1 have been reported on an additional Form 4 also dated 03/07/2006.

Nancy R. Thiel, Attorney-in-
fact for Steven Scheid 03/07/2006

** 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.