

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* BECKER JAN			2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]			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) Sr VP, Human Res, Corp RE		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2005			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		
111 MCINNIS PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN RAFAEL CA 94903								
(City) (State) (Zip)								

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	05/24/2005		M		33,952	A	\$11.0938	40,887 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		10,585	D	\$36.36	30,302 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		1,900	D	\$36.37	28,402 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		1,300	D	\$36.38	27,102 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		2,300	D	\$36.39	24,802 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		2,400	D	\$36.4	22,402 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		300	D	\$36.41	22,102 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		2,600	D	\$36.42	19,502 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		1,300	D	\$36.43	18,202 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		100	D	\$36.44	18,102 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		100	D	\$36.45	18,002 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		6,000	D	\$36.46	12,002 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		400	D	\$36.47	11,402 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		656	D	\$36.48	10,946 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		4,011	D	\$36.49	6,935 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		M		42,395	A	\$7.4219	49,330 ⁽¹⁾⁽³⁾	D	
Common Stock	05/24/2005		S		42,395	D	\$36.75	6,935 ⁽¹⁾⁽³⁾	D	
Common Stock	05/25/2005		M		7,605	A	\$7.4219	14,540 ⁽¹⁾⁽³⁾	D	
Common Stock	05/25/2005		S		7,505	D	\$36.75	7,035 ⁽¹⁾⁽³⁾	D	
Common Stock	05/25/2005		S		100	D	\$36.81	6,935 ⁽¹⁾⁽³⁾	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					
Non-Qualified Stock Option (right to buy)	\$11.0938	05/24/2005		M			33,952	03/30/2004	03/30/2010	Common Stock	\$0	0	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 (right to buy)	\$7.4219	05/24/2005		M			42,395	09/14/2004 ⁽²⁾	09/14/2010	Common Stock	42,395	\$0	37,605 ⁽³⁾	D	
Non-Qualified Stock Option (right to buy)	\$7.4219	05/25/2005		M			7,605	09/14/2004 ⁽²⁾	09/14/2010	Common Stock	7,605	\$0	30,000 ⁽³⁾	D	

Explanation of Responses:

- Includes shares acquired in March 2005 pursuant to the Issuer's Employee Stock Purchase Plan.
- The option vests in four equal annual installments of 60,000 shares beginning on September 14, 2000.
- The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.

Nancy R. Thiel, Attorney-in-
fact for Jan Becker 05/26/2005

** 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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