

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 * <u>LYPACZEWSKI PAUL</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>EVP, Discreet Division</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2003</u>	
		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	12/01/2003		M		15,000	A	\$16.2813	15,000	D	
Common Stock	12/01/2003		M		15,000	A	\$15.75	30,000	D	
Common Stock	12/01/2003		M		82,500	A	\$12.375	112,500	D	
Common Stock	12/01/2003		M		1,875	A	\$12.72	114,375	D	
Common Stock	12/01/2003		S		2,600	D	\$22.97	111,775	D	
Common Stock	12/01/2003		S		928	D	\$22.96	110,847	D	
Common Stock	12/01/2003		S		12,194	D	\$22.98	98,653	D	
Common Stock	12/01/2003		S		26,952	D	\$23	71,701	D	
Common Stock	12/01/2003		S		11,400	D	\$23.01	60,301	D	
Common Stock	12/01/2003		S		18,593	D	\$23.02	41,708	D	
Common Stock	12/01/2003		S		14,700	D	\$23.03	27,008	D	
Common Stock	12/01/2003		S		8,658	D	\$23.04	18,350	D	
Common Stock	12/01/2003		S		10,904	D	\$23.05	7,446	D	
Common Stock	12/01/2003		S		6,596	D	\$23.06	850	D	
Common Stock	12/01/2003		S		850	D	\$23.08	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
Non-Qualified Stock Option (right to buy)	\$16.2813	12/01/2003		M			15,000	03/20/2002	03/20/2011	Common Stock	15,000	\$0	32,716	D	
Non-Qualified Stock Option (right to buy)	\$15.75	12/01/2003		M			15,000	09/20/2002	09/20/2011	Common Stock	15,000	\$0	45,000	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				
Incentive Stock Option (right to buy)	\$12.375	12/01/2003		M			8,080	08/14/2002	08/14/2010	Common Stock	8,080	\$0	8,080	D	
Non-Qualified Stock Option (right to buy)	\$12.375	12/01/2003		M			74,420	08/14/2002	08/14/2010	Common Stock	74,420	\$0	74,420	D	
Non-Qualified Stock Option (right to buy)	\$12.72	12/01/2003		M			1,875	09/26/2003	09/26/2012	Common Stock	1,875	\$0	9,375	D	

Explanation of Responses:

Kent Heinzman, Attorney-in-fact for Paul Lypaczewski 12/02/2003

** 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.