

**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>Bado George M</u>  (Last) (First) (Middle) 111 MCINNIS PARKWAY  (Street) SAN RAFAEL CA 94903  (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 Officer (give title below) Other (specify below) Exec. VP, Worldwide Sales
	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2007	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	11/20/2007		M		12,500	A	\$9.7	43,807 <sup>(1)</sup>	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		1,000	D	\$46.11	42,807	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		600	D	\$46.12	42,207	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		2,400	D	\$46.14	39,807	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		300	D	\$46.15	39,507	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		73	D	\$46.16	39,434	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		100	D	\$46.175	39,334	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		1,188	D	\$46.18	38,146	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		500	D	\$46.19	37,646	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		233	D	\$46.2	37,413	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		2,500	D	\$46.21	34,913	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		700	D	\$46.22	34,213	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		600	D	\$46.23	33,613	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		500	D	\$46.28	33,113	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		571	D	\$46.29	32,542	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		235	D	\$46.3	32,307	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		300	D	\$46.31	32,007	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		200	D	\$46.32	31,807	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		100	D	\$46.325	31,707	D	
Common Stock	11/20/2007		S <sup>(2)</sup>		400	D	\$46.33	31,307	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)	\$9.7	11/20/2007		M		12,500		11/20/2007 <sup>(3)</sup>	11/20/2013	Common Stock	12,500	\$0	0	D	

**Explanation of Responses:**

1. Includes shares acquired on September 28, 2007, pursuant to the Issuer's Employee Stock Purchase Plan.
2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2007.
3. The option vests in four equal annual installments of 12,500 shares each beginning on November 20, 2003.

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

11/21/2007

\*\* 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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