

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the registrant       Filed by a Party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for use of the commission only (as permitted by Rule 14a-6(e)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material under Rule 14a-12

**AUTODESK, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

The following e-mail was sent by Autodesk, Inc. (the “*Company*”) to employees of the Company on June 7, 2010.

Autodesk employees,

REMINDER: Our annual stockholder meeting is coming up this Thursday, June 10th. If you owned Autodesk shares (not options) on April 14, 2010, you should have received proxy materials by now (mailed hardcopy or email alert).

This year’s proxy statement has four proposals. In addition to being asked to elect our Board of Directors and ratify our public accounting firm, our stockholders are voting on the approval of an amendment to Autodesk’s Employee Stock Plan, increasing the number of shares available to grant options and restricted stock to our employees. As employees of Autodesk and potential recipients of these grants, we encourage you to vote to approve this plan so that option grants and restricted stock can continue to be part of our compensation mix in the future. Autodesk is also asking stockholders to approve an amended Executive Incentive Plan, our executive bonus plan.

Regardless of whether you own shares or not, you may review Autodesk’s 2010 Annual Report at <http://www.autodesk.com/investors>.

If you have any questions, please call the Autodesk Investor Line at 415-507-6705.

Thanks.

David Gennarelli