

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>Kross Robert</u>  (Last) (First) (Middle) <u>111 MCINNIS PARKWAY</u>  (Street) <u>SAN RAFAEL CA 94903</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AUTODESK INC [ ADSK ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>Sr. VP, MSD</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/06/2007</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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			

**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
Incentive Stock Option (right to buy)	\$5.45	08/06/2007		D <sup>(1)</sup>			5,002	08/13/2005 <sup>(2)</sup>	08/13/2012	Common Stock	5,002	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$6.435	08/06/2007		A <sup>(1)</sup>			5,002	08/13/2005 <sup>(2)</sup>	08/13/2012	Common Stock	5,002	\$0	5,002	D	
Non-Qualified Stock Option (right to buy)	\$5.45	08/06/2007		D <sup>(1)</sup>			4,998	08/13/2005 <sup>(3)</sup>	08/13/2012	Common Stock	4,998	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$6.435	08/06/2007		A <sup>(1)</sup>			4,998	08/13/2005 <sup>(3)</sup>	08/13/2012	Common Stock	4,998	\$0	4,998	D	
Non-Qualified Stock Option (right to buy)	\$16.42	08/06/2007		D <sup>(1)</sup>			6,090	04/05/2008 <sup>(4)</sup>	04/05/2014	Common Stock	6,090	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$17.525	08/06/2007		A <sup>(1)</sup>			6,090	04/05/2008 <sup>(4)</sup>	04/05/2014	Common Stock	6,090	\$0	6,090	D	
Non-Qualified Stock Option (right to buy)	\$16.42	08/06/2007		D <sup>(1)</sup>			63,910	04/05/2005 <sup>(5)</sup>	04/05/2014	Common Stock	63,910	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$17.525	08/06/2007		A <sup>(1)</sup>			63,910	04/05/2005	04/05/2014	Common Stock	63,910	\$0	63,910	D	

**Explanation of Responses:**

1. The reported transactions involved an amendment of an outstanding option resulting in a deemed cancellation of the old option and a grant of a replacement option. See the current report on Form 8-K filed with the SEC by Autodesk, Inc. on July 27, 2007 for more information.

2. The option vests over a 4-year period beginning on August 13, 2002, at the rate of 0 shares on each of the first and second year anniversaries, 2 shares on the third year anniversary, and 5,000 shares on the fourth year anniversary.
3. The option vests over a 3-year period beginning on August 13, 2002, at the rate of 5,000 shares on of the first year anniversary, and 4,999 shares on each of the second and third year anniversaries.
4. The option vests over a 4-year period beginning on April 5, 2004, at the rate of 0 on each of the first, second and third year anniversaries, and 6,090 shares on the fourth year anniversary.
5. The option vests over a 4-year period beginning on April 5, 2004, at the rate of 17,500 shares on each of the first, second and third year anniversaries, and 11,410 shares on the fourth year anniversary.

Diane Cree, Attorney-in-Fact  
for Robert Kross

08/08/2007

\*\* 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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