

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* BASS CARL			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) Chief Operating Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/23/2005		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	03/23/2005		M		50,000	A	\$11	63,650 ⁽²⁾	D	
Common Stock	03/23/2005		M		31,250	A	\$7.365	94,900 ⁽²⁾	D	
Common Stock	03/23/2005		M		18,750	A	\$14.4	113,650 ⁽²⁾	D	
Common Stock	03/23/2005		S ⁽⁵⁾		50,000	D	\$28.31	63,650 ⁽²⁾	D	
Common Stock	03/23/2005		S ⁽⁵⁾		31,250	D	\$28.4	32,400 ⁽²⁾	D	
Common Stock	03/23/2005		S ⁽⁵⁾		18,750	D	\$28.42	13,650 ⁽²⁾	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)	\$11	03/23/2005		M		50,000		03/08/2005 ⁽¹⁾	03/08/2012	Common Stock	50,000	\$0	140,910 ⁽²⁾	D	
Non-Qualified Stock Option (right to buy)	\$7.365	03/23/2005		M		31,250		03/13/2005 ⁽³⁾	03/13/2013	Common Stock	31,250	\$0	67,672 ⁽²⁾	D	
Non-Qualified Stock Option (right to buy)	\$14.4	03/23/2005		M		18,750		03/18/2005 ⁽⁴⁾	03/18/2014	Common Stock	18,750	\$0	224,306 ⁽²⁾	D	

Explanation of Responses:

- The option vests over a 4-year period beginning on 03/08/2002 at the rate of 100,000 shares on each of the first, second and third anniversaries, and 90,910 shares on the fourth anniversary.
- 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.
- The option vests over a 4-year period beginning on 03/13/2003 at the rate of 37,498 shares on each of the first and second anniversaries, and 37,500 shares on the third anniversary and 23,924 shares on the fourth anniversary.
- The option vests over a 4-year period beginning on 03/18/2004 at the rate of 62,500 shares on each of the first, second and third anniversaries, and 55,556 shares on the fourth anniversary.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 23, 2005.

Nancy R. Thiel, Attorney-in-fact for Carl Bass 03/25/2005

** 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.

