

**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>SUTTON MIKE</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 [ ADK ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <input checked="" type="checkbox"/> <u>Ex VP, Business Operations</u>		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/18/2004</u>			<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		
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>					

**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	03/18/2004		M		250,000	A	\$19.5938	255,300	D	
Common Stock	03/18/2004		S		250,000	D	\$28.5	5,300	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)	\$19.5938	03/18/2004		M			10,204	06/25/2003	06/25/2008	Common Stock	10,204	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$19.5938	03/18/2004		M			239,796	06/25/2003	06/25/2008	Common Stock	239,796	\$0	0	D	
Incentive Stock Option (right to buy)	\$28.8	03/18/2004		A			3,472	03/18/2008 <sup>(1)</sup>	03/18/2014	Common Stock	3,472	\$0	3,472	D	
Non-Qualified Stock Option (right to buy)	\$28.8	03/18/2004		A			56,528	03/18/2005 <sup>(2)</sup>	03/18/2014	Common Stock	56,528	\$0	56,528	D	

**Explanation of Responses:**

- The option vests over a 4-year period beginning on 03/18/2004 at the rate of 0 on each of the first, second and third anniversaries, and 3472 on the fourth anniversary.
- The option vests over a 4-year period beginning on 03/18/2004 at the rate of 15000 on each of the first, second and third anniversaries, and 11528 on the fourth anniversary.

Nancy R. Thiel, Attorney-in-fact 03/22/2004  
for Mike Sutton

\*\* 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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