

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Petit Marc</u> (Last) (First) (Middle) <u>111 MCINNIS PARKWAY</u> (Street) <u>SAN RAFAEL CA 94903</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, M&E</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <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)	\$6.44	08/06/2007		D ⁽¹⁾			15,000	11/11/2006 ⁽²⁾	11/11/2012	Common Stock	15,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$7.605	08/06/2007		A ⁽¹⁾			15,000	11/11/2006 ⁽²⁾	11/11/2012	Common Stock	15,000	\$0	15,000	D	
Incentive Stock Option (right to buy)	\$9.7	08/06/2007		D ⁽¹⁾			3,750	11/20/2007 ⁽³⁾	11/20/2013	Common Stock	3,750	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$11.265	08/06/2007		A ⁽¹⁾			3,750	11/20/2007 ⁽³⁾	11/20/2013	Common Stock	3,750	\$0	3,750	D	
Non-Qualified Stock Option (right to buy)	\$9.7	08/06/2007		D ⁽¹⁾			3,750	11/20/2006 ⁽⁴⁾	11/20/2013	Common Stock	3,750	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$11.265	08/06/2007		A ⁽¹⁾			3,750	11/20/2006 ⁽⁴⁾	11/20/2013	Common Stock	3,750	\$0	3,750	D	
Incentive Stock Option (right to buy)	\$13.405	08/06/2007		D ⁽¹⁾			9,434	02/09/2007 ⁽⁵⁾	02/09/2014	Common Stock	9,434	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$13.835	08/06/2007		A ⁽¹⁾			9,434	02/09/2007 ⁽⁵⁾	02/09/2014	Common Stock	9,434	\$0	9,434	D	

