

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	
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1. Name and Address of Reporting Person * <u>Di Fronzo Pascal W</u>			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, Gen'l Counsel & Secy</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2013</u>			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		
<u>111 MCINNIS PARKWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>SAN RAFAEL CA</u>	<u>94903</u>						
(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	12/06/2013		M		35,711	A	\$16.53	70,096	D	
Common Stock	12/06/2013		s ⁽²⁾		35,711	D	\$46.57	34,385	D	
Common Stock	12/09/2013		M		39,289	A	\$16.53	73,674	D	
Common Stock	12/09/2013		s ⁽²⁾		39,289	D	\$46.57	34,385	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)	\$16.53	12/06/2013		M			35,711	(1)	02/02/2016	Common Stock	35,711	\$0	33,239	D	
Incentive Stock Option (right to buy)	\$16.53	12/09/2013		M			6,050	(3)	02/02/2016	Common Stock	6,050	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$16.53	12/09/2013		M			33,239	(1)	02/02/2016	Common Stock	33,239	\$0	0	D	

Explanation of Responses:

- The option vested in annual installments over a four year period beginning on February 2, 2009, at the rate of 18,750 shares on the first and second anniversaries, 18,749 shares on the third anniversary, and 12,701 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 April 2, 2013.
- The option vested in annual installments over a four year period beginning on February 2, 2009, and was fully vested and exercisable as of the Transaction Date.

Nancy R. Thiel, Attorney-in-Fact for Pascal W. Di Fronzo 12/09/2013

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.