
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
September 13, 2006

Autodesk, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-14338
(Commission File Number)

94-2819853
(IRS Employer
Identification No.)

111 McInnis Parkway
San Rafael, California 94903
(Address of principal executive offices, including zip code)

(415) 507-5000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

Autodesk, Inc. (the "Company") announced that it will request a hearing before the Nasdaq Listing Qualifications Panel (the "Panel") in response to the receipt of a Nasdaq Staff Determination letter on September 13, 2006 indicating that the Company is not in compliance with the filing requirements for continued listing as set forth in Marketplace Rule 4310(c)(14). As anticipated, the letter was issued in accordance with NASDAQ procedures due to the delayed filing of the Company's Form 10-Q for the quarter ended July 31, 2006. Pending a decision by the Panel, Autodesk shares will remain listed on the NASDAQ Stock Market.

A copy of the Company's press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated as of September 19, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AUTODESK, INC.

By: /s/ PASCAL W. DI FRONZO _____

Pascal W. Di Fronzo

Vice President, General Counsel and Secretary

Date: September 19, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated as of September 19, 2006.

PRESS RELEASE

Investors: Sue Pirri, sue.pirri@autodesk.com, 415-507-6467
John Clancy, john.clancy@autodesk.com 415-507-6373

Press: Caroline Kawashima, caroline.kawashima@autodesk.com, 415-547-2498

AUTODESK TO REQUEST NASDAQ HEARING

SAN RAFAEL, Calif., September 19, 2006 — Autodesk, Inc. (NASDAQ: ADSK) today announced that the Company will request a hearing before the NASDAQ Listing Qualifications Panel in response to the receipt of a NASDAQ Staff Determination letter indicating that the Company is not in compliance with the filing requirements for continued listing as set forth in Marketplace Rule 4310(c)(14). As anticipated, the letter was issued in accordance with NASDAQ procedures due to the delayed filing of the Company's Form 10-Q for the quarter ended July 31, 2006. Pending a decision by the Panel, Autodesk shares will remain listed on the NASDAQ Stock Market. There can be no assurance the Panel will grant the Company's request for continued listing.

About Autodesk

Autodesk, Inc. is a Fortune 1000 company, wholly focused on ensuring that great ideas are turned into reality. With seven million users, Autodesk is the world's leading software and services company for the manufacturing, infrastructure, building, media and entertainment, and wireless data services fields. Autodesk's solutions help customers create, manage and share their data and digital assets more effectively. As a result, customers turn ideas into competitive advantage, become more productive, streamline project efficiency and maximize profits.

Founded in 1982, Autodesk is headquartered in San Rafael, California. For additional information about Autodesk, please visit www.autodesk.com.

The Autodesk logo is positioned vertically on the right side of the page. It consists of the word "Autodesk" in a bold, sans-serif font, with a registered trademark symbol (®) at the top right of the letter "k".