

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* BASS CARL | | | 2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2008 | | | 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 | | |
| 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 | 01/02/2008 | | M | | 10,000 | A | \$8.725 | 39,330 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 100 | D | \$49.08 | 39,230 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 400 | D | \$49.09 | 38,830 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 1,300 | D | \$49.1 | 37,530 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 100 | D | \$49.11 | 37,430 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 200 | D | \$49.14 | 37,230 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 200 | D | \$49.16 | 37,030 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 100 | D | \$49.18 | 36,930 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 176 | D | \$49.2 | 36,754 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 800 | D | \$49.21 | 35,954 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 524 | D | \$49.22 | 35,430 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 100 | D | \$49.24 | 35,330 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 600 | D | \$49.25 | 34,730 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 400 | D | \$49.26 | 34,330 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 400 | D | \$49.265 | 33,930 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 800 | D | \$49.27 | 33,130 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 200 | D | \$49.275 | 32,930 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 200 | D | \$49.28 | 32,730 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 300 | D | \$49.29 | 32,430 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 100 | D | \$49.31 | 32,330 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 400 | D | \$49.32 | 31,930 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 200 | D | \$49.34 | 31,730 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 300 | D | \$49.36 | 31,430 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 100 | D | \$49.37 | 31,330 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | 2,000 | D | \$49.64 | 29,330 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

| 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) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | 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) |
| | | | | | | | | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$8.725 | 01/02/2008 | | M | | | 10,000 | 09/25/2006 ⁽²⁾ | 09/25/2013 | Common Stock | 10,000 | \$0 | 70,000 | D | |

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2007.
- The option vests in four equal annual installments of 50,000 shares each beginning on September 25, 2003.

Nancy R. Thiel, Attorney-in-fact for Carl Bass

01/02/2008

** 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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