UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.   2   )*

Autodesk, Inc.
- --
(Name of Issuer)

Common Stock
- --
(Title Of Class of Securities)

052769107

(CUSIP Number)

Check the following box if a fee is being paid with this statement [_]. (A
fee is not required only if the filing person: (1) has a previous statement
on file reporting beneficial ownership of more than five percent of the
class of securities described in Item 1; and (2) has filed no amendment
subsequent thereto reporting beneficial ownership of five percent or less of
such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that
section of the Act but shall be subject to all other provisions of the Act
(however, see the Notes).

1 NAME OF REPORTING PERSON
   S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

        Merrill Lynch Asset Management, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing   (a) [_]
                                                                     (b) [_]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

        Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

        None

6 SHARED VOTING POWER

        978,874

7 SOLE DISPOSITIVE POWER

        None

8 SHARED DISPOSITIVE POWER

        978,874

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

        978,874

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

        4.0%

12 TYPE OF REPORTING PERSON*

        IC, PN

                    *SEE INSTRUCTION BEFORE FILLING OUT!

- --------------------
** Merrill Lynch Asset Management, L.P., the general partner of which is
Princeton Services, Inc., is the successor to Merrill Lynch Investment
Management, Inc.

1 NAME OF REPORTING PERSON
   S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

   Merrill Lynch Growth Fund for Investment and Retirement

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing   (a) [_]
                                                                     (b) [_]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

        Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

        None

6 SHARED VOTING POWER

        975,000

7 SOLE DISPOSITIVE POWER

        None

8 SHARED DISPOSITIVE POWER

        975,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

        975,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

        4.0%

12 TYPE OF REPORTING PERSON*

        IV

                        *SEE INSTRUCTION BEFORE FILLING OUT!

SCHEDULE 13G

Item 1 (a)   Name of Issuer:

                Autodesk, Inc.

Item 1 (b)   Address of Issuer's Principal Executive Offices:

                2320 Marinship Way
                Sausalito, CA 94965

Item 2 (a)   Names of Persons Filing:

                Merrill Lynch Asset Management, L.P.
                Merrill Lynch Growth Fund for Investment & Retirement

Item 2 (b)   Address of Principal Business Office, or, if None, Residence:

                Merrill Lynch Asset Management, L.P.
                800 Scudders Mill Road
                Plainsboro, New Jersey 08536

                Merrill Lynch Growth Fund for Investment & Retirement
                800 Scudders Mill Road
                Plainsboro, New Jersey 08536

Item 2 (c)   Citizenship:

                See Item 4 of Cover Pages

Item 2 (d)   Title of Class of Securities:

                Common Stock

Item 2 (e)   CUSIP Number:

                052769107

Item 3

         Merrill Lynch Asset Management, L.P. (d/b/a Merrill Lynch Asset
Management ("MLAM")) is an investment adviser registered under (S) 203 of the
Investment Advisers Act of 1940. Merrill Lynch Growth Fund for Investment &
Retirement (the "Fund") is an investment company registered under Section 8 of
the Investment Company Act of 1940.

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Item 4           Ownership
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         (a)   Amount Beneficially Owned:

         See Item 9 of Cover Pages.  Pursuant to (S) 240.13d-4, MLAM and the
Fund  (the "Reporting Persons") disclaim beneficial ownership of the securities
of Autodesk, Inc. referred to herein, and the filing of this Schedule 13G shall
not be construed as an admission that the Reporting Persons are, for the
purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the
beneficial owner of any securities of Autodesk, Inc. covered by this statement.

         (b) Percent of Class:

                 See Item 11 of Cover Pages

         (c) Number of shares as to which such person has:

             (i) sole power to vote or to direct the vote:

                 See Item 5 of Cover Pages

             (ii) shared power to vote or to direct the vote:

                 See Item 6 of Cover Pages

             (iii)   sole power to dispose or to direct the disposition of:

                 See Item 7 of Cover Pages

             (iv) shared power to dispose or to direct the disposition of:

                 See Item 8 of Cover Pages


Item 5           Ownership of Five Percent or Less of a Class.
                 --------------------------------------------

                     If this statement is being filed to report the fact that as
                 of the date hereof the reporting person has ceased to be the
                 beneficial owner of more than five percent of the class of
                 securities, check the following [  X  ].

Item 6           Ownership of More than Five Percent on Behalf of Another Person.
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                 Not Applicable

                         Page 5 of 7 Pages
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Item 7        Identification and Classification of the Subsidiary Which
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              Acquired the Security Being Reported on by the Parent Holding
              ------------------------------------------------------------
              Company.
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              See Exhibit A

Item 8        Identification and Classification of Members of the Group.
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              Not Applicable

Item 9        Notice of Dissolution of Group.
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              Not Applicable

Item 10       Certification.
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        By signing below each of the undersigned certifies that, to the best
of their knowledge and belief, the securities referred to above were acquired in
the ordinary course of business and were not acquired for the purpose of and do
not have the effect of changing or influencing the control of the issuer of such
securities and were not acquired in connection with or as a participant in any
transaction having such purposes or effect.

Signature.
- ---------

        After reasonable inquiry and to the best of my knowledge and belief,
each of the undersigned certifies that the information set forth in this
statement is true, complete and correct.

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Date:  February 14, 1994          Merrill Lynch Asset Management, L.P.
                                  By:  Princeton Services, Inc. (General Partner)

                                  /s/ David L. Dick
                                  --------------------------------
                                  Name: David L. Dick
                                  Title: Attorney-in-Fact*

                                  Merrill Lynch Growth Fund for Investment
                                    and Retirement

                                  /s/ David L. Dick
                                  --------------------------------
                                  Name: David L. Dick
                                  Title: Attorney-in-Fact**
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_____
* Signed pursuant to a power of attorney, dated February 10, 1994, included as
an exhibit to Schedule 13G filed with the Securities and Exchange Commission by
Merrill Lynch & Co., Inc., et. al. on February 14, 1994 with respect to Dial
REIT Inc.

** Signed pursuant to a power of attorney, dated February 10, 1994, included as
an exhibit to Schedule 13G filed with the Securities and Exchange Commission by
Merrill Lynch & Co., Inc., et. al. on February 14, 1994 with respect to Cirrus
Logic Inc.

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              EXHIBIT A TO SCHEDULE 13G
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        ITEM 7 DISCLOSURE RESPECTING SUBSIDIARIES
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          MLAM, a Delaware limited partnership with its principal place of
business at 800 Scudders Mill Road, Plainsboro, New Jersey, is an investment
adviser registered under Section 203 of the Investment Advisers Act of 1940.
MLAM may be deemed the beneficial owner of 4.0% of the common stock of Autodesk,
Inc. as a result of its acting as investment adviser to several investment
companies registered under Section 8 of the Investment Company Act of 1940 and
to certain private discretionary accounts. No one investment company advised by
MLAM owns more than 5% of the common stock of Autodesk, Inc. and no
discretionary account owns more than 0.1% of the common stock.