

**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* <b>STERLING MARCIA K</b>			2. Issuer Name and Ticker or Trading Symbol <b>AUTODESK INC [ ADSK ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <b>Sr. VP Gen Counsel, Secretary</b>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/21/2005</b>		
111 MCINNIS PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) <b>SAN RAFAEL CA 94903</b>					6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(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	03/21/2005		s <sup>(2)</sup>		300	D	\$28.87	28,310 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		500	D	\$28.85	27,810 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		300	D	\$28.76	27,510 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		200	D	\$28.71	27,310 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		300	D	\$28.69	27,010 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		800	D	\$28.68	26,210 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		300	D	\$28.66	25,910 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		200	D	\$28.65	25,710 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		200	D	\$28.64	25,510 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		200	D	\$28.61	25,310 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		300	D	\$28.59	25,010 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		115	D	\$28.57	24,895 <sup>(1)</sup>	D	
Common Stock	03/21/2005		s <sup>(2)</sup>		285	D	\$28.56	24,610 <sup>(1)</sup>	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					

**Explanation of Responses:**

- The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2005.

**Remarks:**

Due to a limitation of only 30 allowable line items in Table 1 on the Form 4 dated 03/23/2005 for Ms. Sterling, the additional line item entries in Table 1 are being reported on this additional Form 4 also dated 03/23/2005.

Nancy R. Thiel, Attorney-in-fact for Marcia K. Sterling 03/23/2005

\*\* 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.