

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BARTZ CAROL</u>  (Last) (First) (Middle) 111 MCINNIS PARKWAY  (Street) SAN RAFAEL CA 94903  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC [ ADSK ]</u>	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) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	02/04/2008		M		36,420	A	\$8.725	1,087,187	D	
Common Stock	02/04/2008		M		63,580	A	\$11	1,150,767 <sup>(4)</sup>	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		600	D	\$41.71	1,150,167	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		900	D	\$41.44	1,149,267	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		1,300	D	\$41.45	1,147,967	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		1,200	D	\$41.67	1,146,767	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		2,800	D	\$41.66	1,143,967	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		1,500	D	\$41.41	1,142,467	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		1,700	D	\$41.51	1,140,767	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		1,830	D	\$41.47	1,138,937	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		3,797	D	\$41.46	1,135,140	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		1,000	D	\$41.42	1,134,140	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		3,200	D	\$41.43	1,130,940	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		1,700	D	\$41.55	1,129,240	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		2,333	D	\$41.61	1,126,907	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		2,000	D	\$41.63	1,124,907	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		4,600	D	\$41.8	1,120,307	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		467	D	\$41.56	1,119,840	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		2,800	D	\$41.73	1,117,040	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		2,200	D	\$41.77	1,114,840	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		6,868	D	\$41.75	1,107,972	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		500	D	\$41.69	1,107,472	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		3,900	D	\$41.82	1,103,572	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		4,758	D	\$41.81	1,098,814	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		4,442	D	\$41.76	1,094,372	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		600	D	\$41.84	1,093,772	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		100	D	\$41.92	1,093,672	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		100	D	\$41.93	1,093,572	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		5,300	D	\$41.72	1,088,272	D	
Common Stock	02/04/2008		S <sup>(1)</sup>		2,010	D	\$41.74	1,086,262	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$11	02/04/2008		M			63,580	03/08/2003 <sup>(2)</sup>	03/08/2012	Common Stock	63,580	\$0	577,332 <sup>(4)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$8.725	02/04/2008		M			36,420	09/25/2007 <sup>(3)</sup>	09/25/2013	Common Stock	36,420	\$0	0	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 14, 2007.
- The option vests over a 4-year period beginning on 03/08/2002 at the rate of 160,000 shares on each of the first, second and third anniversaries, and 150,912 shares on the fourth anniversary.
- The option vests in four equal annual installments of 100,000 shares each beginning on 9/25/2003.
- Includes shares that were acquired pursuant to a 2-for-1 stock split that occurred on April 4, 2002.

**Remarks:**

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 02/05/2008 for Ms. Bartz, the additional line item entries in Table 1 have been reported on an additional Form 4 also dated 02/05/2008.

Nancy R. Thiel, Attorney-in-Fact for Carol Bartz      02/05/2008

\*\* 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.

**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.**