

**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*<br><u>BARTZ CAROL</u><br><br>(Last) (First) (Middle)<br><u>111MCINNIS PARKWAY</u><br><br>(Street)<br><u>SAN RAFAEL CA 94903</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AUTODESK INC [ ADSK ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, President &amp; CEO</u> |
|                                                                                                                                                                                                      | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/08/2005</u>       |                                                                                                                                                                                                                                                                   |
|                                                                                                                                                                                                      | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 03/08/2005                           |                                                    | M                              |   | 50,000                                                            | A          | \$9.125   | 1,049,884                                                                                     | D                                                        |                                                       |
| Common Stock                    | 03/08/2005                           |                                                    | s <sup>(1)</sup>               |   | 10,000                                                            | D          | \$29.7661 | 1,039,884                                                                                     | D                                                        |                                                       |
| Common Stock                    | 03/08/2005                           |                                                    | s <sup>(1)</sup>               |   | 10,000                                                            | D          | \$29.833  | 1,029,884                                                                                     | D                                                        |                                                       |
| Common Stock                    | 03/08/2005                           |                                                    | s <sup>(1)</sup>               |   | 10,000                                                            | D          | \$29.8732 | 1,019,884                                                                                     | D                                                        |                                                       |
| Common Stock                    | 03/08/2005                           |                                                    | s <sup>(1)</sup>               |   | 10,000                                                            | D          | \$29.8378 | 1,009,884                                                                                     | D                                                        |                                                       |
| Common Stock                    | 03/08/2005                           |                                                    | s <sup>(1)</sup>               |   | 10,000                                                            | D          | \$29.8237 | 999,884                                                                                       | 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 |
| Non-Qualified Stock Option (right to buy)  | \$9.125                                                | 03/08/2005                           |                                                    | M                              |   |                                                                                        | 50,000 | 03/20/1999 <sup>(2)</sup>                                | 03/20/2006      | Common Stock                                                                      | 50,000                                     | \$0.00                                                                                             | 12,528                                                    | 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 September 9, 2004.
- The option vests in three equal annual installments of 69,044 shares beginning on March 20, 1996.

Andrew Chew, Attorney-in-fact for Carol Bartz 03/09/2005

\*\* 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.