FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(n) of the investment Company Act of 1940					
	ss of Reporting Perso	on*	2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ ADSK ]		tionship of Reporting Perso all applicable)	on(s) to Issuer		
BARTZ CAROL			[]	X	Director	10% Owner		
(Last) 111 MCINNIS P	(First) ARKWAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/24/2004	X	Officer (give title below) Other (specify below)  Chairman, President and CEO			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable		
SAN RAFAEL CA 94903		94903		X	Y Form filed by One Reporting Person			
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting		

(Street) SAN RAFAEL	CA	94903	4. If	Amendment, Date o	f Origina	al File	d (Month/Day		Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting						
(City)	(State)	(Zip)								Person					
1 Tide of Conveits	In adv. 2)	Table I - Non-Do	erivative	2A. Deemed	quired	l, Dis				ally (	5. Amount of	6. Ownership	7. Nature of		
1. Title of Security (Instr. 3)		Date	th/Day/Year	Execution Date,	Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			d 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
					Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)		, ,		
Common Stock		08/	/24/2004		M		30,000	A	\$11.5	5625	529,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$41.	.994	528,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$4	12	527,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.024	526,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.059	525,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.086	524,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42	2.1	523,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.107	522,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.121	521,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.141	520,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.164	519,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.176	518,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.187	517,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.212	516,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.213	515,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.217	514,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.235	513,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.237	512,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.279	511,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		3,519	D	\$42	.33	508,423	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.344	507,423	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		300	D	\$42	.35	507,123	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		300	D	\$42	.36	506,823	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		200	D	\$42	.37	506,623	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		1,000	D	\$42.	.374	505,623	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		300	D	\$42	.38	505,323	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		381	D	\$42	.39	504,942	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		4,300	D	\$42	2.4	500,642	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		500	D	\$42	.41	500,142	D			
Common Stock		08/	/24/2004		S <sup>(1)</sup>		200	D	\$42	.42	499,942	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)	Derivative Conversion Date Execution D Security or Exercise (Month/Day/Year) if any			4. Transa Code ( 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)	\$11.5625	08/24/2004		М			30,000	09/11/2001 <sup>(2)</sup>	09/11/2006	Common Stock	30,000	\$0	462,698	D	

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2002, as amended.
- 2. The option vests over a 5-year period beginning on 09/11/1996 at the rate of 199,998 shares on the first, second and third anniversaries, and 191,352 shares on the fourth and fifth anniversaries.

Nancy R. Thiel, Attorney-infact for Carol Bartz 08/25/2004

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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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