

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BARTZ CAROL</u> (Last) (First) (Middle) <u>111 MCINNIS PARKWAY</u> (Street) <u>SAN RAFAEL CA 94903</u> (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>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/24/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	08/24/2004		M		30,000	A	\$11.5625	529,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$41.994	528,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42	527,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.024	526,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.059	525,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.086	524,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.1	523,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.107	522,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.121	521,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.141	520,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.164	519,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.176	518,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.187	517,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.212	516,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.213	515,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.217	514,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.235	513,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.237	512,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.279	511,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		3,519	D	\$42.33	508,423	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.344	507,423	D	
Common Stock	08/24/2004		s ⁽¹⁾		300	D	\$42.35	507,123	D	
Common Stock	08/24/2004		s ⁽¹⁾		300	D	\$42.36	506,823	D	
Common Stock	08/24/2004		s ⁽¹⁾		200	D	\$42.37	506,623	D	
Common Stock	08/24/2004		s ⁽¹⁾		1,000	D	\$42.374	505,623	D	
Common Stock	08/24/2004		s ⁽¹⁾		300	D	\$42.38	505,323	D	
Common Stock	08/24/2004		s ⁽¹⁾		381	D	\$42.39	504,942	D	
Common Stock	08/24/2004		s ⁽¹⁾		4,300	D	\$42.4	500,642	D	
Common Stock	08/24/2004		s ⁽¹⁾		500	D	\$42.41	500,142	D	
Common Stock	08/24/2004		s ⁽¹⁾		200	D	\$42.42	499,942	D	

