

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* BECKER JAN (Last) (First) (Middle) 111 MCINNIS PARKWAY (Street) SAN RAFAEL CA 94903 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr VP, Human Res, Corp RE |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/06/2012 | |
| 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 | 03/06/2012 | | F | | 3,313 | D | \$35.72 | 55,596 | D | |
| Common Stock | 03/07/2012 | | M | | 23,316 | A | \$30.15 | 78,912 | D | |
| Common Stock | 03/07/2012 | | S | | 23,316 | D | \$36.059 ⁽³⁾ | 55,596 | 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 |
| Incentive Stock Option (right to buy) | \$30.15 | 03/07/2012 | | M | | | 3,316 | (1) | 03/10/2012 | Common Stock | 3,316 | \$0 | 0 | D | |
| Non-Qualified Stock Option (right to buy) | \$30.15 | 03/07/2012 | | M | | | 20,000 | (2) | 03/10/2012 | Common Stock | 20,000 | \$0 | 26,684 | D | |

Explanation of Responses:

- The option vested over a four-year period beginning on March 10, 2005 at the rate of 0 shares on the first, second and third anniversaries, and 3,316 shares on the fourth anniversary, and was fully vested and exercisable as of the Transaction Date.
- The option vests over a four-year period beginning on March 10, 2005 at the rate of 22,500 shares on the first, second and third anniversaries, and 19,184 shares on the fourth anniversary.
- All trades occurred within the price range of \$36.04 through \$36.10. The reported price is the weighted average for trades within this range.

Nancy R. Thiel, Attorney-in-Fact for Jan Becker 03/08/2012

** 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.