

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>LYPACZEWSKI PAUL</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Ex VP, Discreet Division</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/31/2004</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	08/31/2004		M		15,000	A	\$16.2813	15,000	D	
Common Stock	08/31/2004		M		3,750	A	\$14.73	18,750	D	
Common Stock	08/31/2004		S		4,592	D	\$44.19	14,158	D	
Common Stock	08/31/2004		S		100	D	\$44.21	14,058	D	
Common Stock	08/31/2004		S		1,450	D	\$44.22	12,608	D	
Common Stock	08/31/2004		S		12,608	D	\$44.41	0	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						Amount or Number of Shares
Incentive Stock Option (right to buy)	\$16.2813	08/31/2004		M			6,142	03/20/2004 ⁽¹⁾	03/20/2011	Common Stock	6,142	\$0	6,142	D	
Non-Qualified Stock Option (right to buy)	\$16.2813	08/31/2004		M			8,858	03/20/2004 ⁽²⁾	03/20/2011	Common Stock	8,858	\$0	8,858	D	
Non-Qualified Stock Option (right to buy)	\$14.73	08/31/2004		M			3,750	03/13/2004 ⁽³⁾	03/13/2013	Common Stock	3,750	\$0	3,950	D	

Explanation of Responses:

- The option vests over a 4-year period beginning on 03/20/2001 at the rate of 6142 shares on each of the third and fourth anniversaries.
- The option vests over a 4-year period beginning on 03/20/2001 at the rate of 15000 shares on each of the first and second anniversaries, and 8858 on each of the third and fourth anniversaries.
- The option vests over a 3-year period beginning on 03/13/2003 at the rate of 3750 on each of the first and second anniversaries, and 200 on the third anniversary.

Nancy R. Thiel, Attorney-in-fact for Paul Lypaczewski 09/01/2004

** 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.