

**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 * <b>SUTTON MIKE</b>  (Last) (First) (Middle) <b>111 MCINNIS PARKWAY</b>  (Street) <b>SAN RAFAEL CA 94903</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AUTODESK INC [ ADSK ]</b>	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) <b>EVP, Business Operations</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/03/2003</b>	
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	12/03/2003		M		19,800	A	\$13.8125	24,396 <sup>(1)</sup>	D	
Common Stock	12/03/2003		M		33,000	A	\$12.0625	57,396 <sup>(1)</sup>	D	
Common Stock	12/03/2003		M		3,750	A	\$12.72	61,146 <sup>(1)</sup>	D	
Common Stock	12/03/2003		S		56,550	D	\$23.9009	4,596 <sup>(1)</sup>	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)	\$13.8125	12/03/2003		M			2	05/28/2002	05/28/2009	Common Stock	2	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$13.8125	12/03/2003		M			19,798	05/28/2002	05/28/2009	Common Stock	19,798	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$12.0625	12/03/2003		M			33,000	09/08/2002	09/08/2009	Common Stock	33,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$12.72	12/03/2003		M			3,750	09/26/2003	09/26/2012	Common Stock	3,750	\$0	11,248	D	

**Explanation of Responses:**

1. Includes shares acquired pursuant to the Issuer's Employee Stock Purchase Plan.

Kent Heinzman, Attorney-in-fact for Mike Sutton 12/04/2003

\*\* 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.

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