

**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*<br><b>BARTZ CAROL</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>AUTODESK INC [ ADSK ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman, President and CEO</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/09/2004</b>       |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| <b>111 MCINNIS PARKWAY</b>                                     |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    |  |  |   |  |  |
| (Street)<br><b>SAN RAFAEL CA 94903</b>                         |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)   |         |          |   |  |  |   |  |  |

**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                    | 12/09/2004                           |  | M                              |   | 25,000  | A          | \$11.5625 | 524,942   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$64.35   | 524,742   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 479   | D          | \$64.49   | 524,263   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 7,821   | D          | \$64.32   | 516,442   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 500   | D          | \$64.33   | 515,942   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 2,000   | D          | \$64.31   | 513,942   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 1,100   | D          | \$64.28   | 512,842   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$64.27   | 512,642   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$64.26   | 512,242   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 160   | D          | \$64.25   | 512,082   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$64.17   | 511,882   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 40  | D          | \$64.24   | 511,842   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 500   | D          | \$64.16   | 511,342   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$64.11   | 511,142   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$64.07   | 510,842   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$64.05   | 510,642   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 500   | D          | \$64.03   | 510,142   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$64.04   | 509,942   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 5,000   | D          | \$64.22   | 504,942   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 4,000   | D          | \$64.29   | 500,942   | D  |   |
| Common Stock                    | 12/09/2004                           |  | s <sup>(1)</sup>               |   | 1,000   | D          | \$64.42   | 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) | 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 |   |  |  |   |  |

