

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>SUTTON MIKE</u> (Last) (First) (Middle) 111 MCINNIS PARKWAY (Street) SAN RAFAEL CA 94903 (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 Officer (give title below) Other (specify below) <u>Ex VP, Business Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2004	
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	03/04/2004		M		40,000	A	\$18.375	45,300 ⁽¹⁾	D	
Common Stock	03/04/2004		M		60,000	A	\$16.5	105,300 ⁽¹⁾	D	
Common Stock	03/04/2004		M		45,000	A	\$14.8438	150,300 ⁽¹⁾	D	
Common Stock	03/04/2004		M		30,000	A	\$16.2813	180,300 ⁽¹⁾	D	
Common Stock	03/04/2004		M		30,000	A	\$15.75	210,300 ⁽¹⁾	D	
Common Stock	03/04/2004		S		205,000	D	\$28.75	5,300 ⁽¹⁾	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)	\$18.375	03/04/2004		M			40,000	05/19/1998	05/19/2005	Common Stock	40,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$16.5	03/04/2004		M			60,000	03/14/2003	12/06/2009	Common Stock	60,000	\$0	0	D	
Incentive Stock Option (right to buy)	\$14.8438	03/04/2004		M			2	09/14/2003	09/14/2010	Common Stock	2	\$0	6,736 ⁽²⁾	D	
Non-Qualified Stock Option (right to buy)	\$14.8438	03/04/2004		M			44,998	09/14/2003	09/14/2010	Common Stock	44,998	\$0	8,264 ⁽³⁾	D	
Non-Qualified Stock Option (right to buy)	\$16.2813	03/04/2004		M			30,000	03/20/2003	03/20/2011	Common Stock	30,000	\$0	23,858 ⁽⁴⁾	D	
Non-Qualified Stock Option (right to buy)	\$15.75	03/04/2004		M			30,000	09/20/2003	09/20/2011	Common Stock	30,000	\$0	30,000 ⁽⁵⁾	D	

Explanation of Responses:

1. The total number of shares reported as beneficially owned includes shares that were acquired pursuant to a 2-for-1 stock split that occurred on April 4, 2002, but were not reported as beneficially owned on the Reporting Person's most recent Form 4.
2. The option vests over a 4-year period beginning on 09/14/2000 at the rate of 0 vesting on each of the first and second anniversaries, 2 vesting on the third anniversary and 6736 vesting on the fourth anniversary.
3. The option vests over a 4-year period beginning on 09/14/2000 at the rate of 15000 vesting on each of the first and second anniversaries, 14,998 vesting on the third anniversary and 8264 vesting on the fourth anniversary.
4. The option vests over a 4-year period beginning on 03/20/2001 at the rate of 15000 on each of the first, second and third anniversaries, and 8858 on the fourth anniversary.
5. The option vests in four equal annual installments of 15000 each beginning on 9/20/2001.

Nancy R. Thiel, Attorney-in-
fact for Mike Sutton

03/05/2004

** 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Autodesk, Inc. (the "Company"), hereby constitutes and appoints Nancy Thiel and Kent Heinzman and each of them, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of December, 2002.

Signature: /s/ Mike Sutton

Print Name: Mike Sutton