

**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>Di Fronzo Pascal W</u>			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>Sr. VP, Gen'l Counsel &amp; Secy</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2007</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
111 MCINNIS PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN RAFAEL CA 94903</u>								
(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	06/27/2007		M		10,000	A	\$38	12,002	D	
Common Stock	06/27/2007		M		10,000	A	\$31.67	22,002	D	
Common Stock	06/27/2007		M		5,695	A	\$29.37	27,697	D	
Common Stock	06/27/2007		M		6,600	A	\$17.365	34,297	D	
Common Stock	06/27/2007		S		32,295	D	\$47	2,002	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$38	06/27/2007		M		10,000		03/09/2007 <sup>(1)</sup>	03/09/2012	Common Stock	10,000	\$0	30,000	D	
Non-Qualified Stock Option (right to buy)	\$31.67	06/27/2007		M		10,000		04/14/2007 <sup>(2)</sup>	04/14/2012	Common Stock	10,000	\$0	10,000	D	
Non-Qualified Stock Option (right to buy)	\$29.37	06/27/2007		M		5,695		02/10/2007 <sup>(3)</sup>	02/10/2012	Common Stock	5,695	\$0	2,805	D	
Non-Qualified Stock Option (right to buy)	\$17.365	06/27/2007		M		6,600		05/14/2007 <sup>(4)</sup>	05/14/2014	Common Stock	6,600	\$0	0	D	

**Explanation of Responses:**

- The option vests in four equal annual installments of 10,000 shares beginning on March 9, 2006.
- The option vests in four equal annual installments of 5,000 shares beginning on April 14, 2005.
- The option vests over a 3-year period beginning on February 10, 2005, at the rate of 2,890 shares on the first year anniversary and 2,805 shares on each of the second and third year anniversaries.
- The option vests over a 3-year period beginning on May 14, 2004, at the rate of 3,400 shares on the first year anniversary and 3,300 shares on each of the second and third year anniversaries.

Diane Cree, Attorney-in-Fact for Pascal W. Di Fronzo 06/28/2007

\*\* 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.**