

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* <u>WANGBERG LARRY 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2004</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) SAN RAFAEL CA 94903								
(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	12/22/2004		M		20,000	A	\$6.88	47,732 <sup>(1)</sup>	D	
Common Stock	12/22/2004		S		5,000	D	\$37.92	42,732 <sup>(1)</sup>	D	
Common Stock	12/22/2004		S		5,000	D	\$38	37,732 <sup>(1)</sup>	D	
Common Stock	12/22/2004		S		5,000	D	\$38.1006	32,732 <sup>(1)</sup>	D	
Common Stock	12/22/2004		S		5,000	D	\$38.25	27,732 <sup>(1)</sup>	D	
Common Stock	12/23/2004		M		6,800	A	\$6.88	34,532 <sup>(1)</sup>	D	
Common Stock	12/23/2004		M		13,200	A	\$8.424	47,732 <sup>(1)</sup>	D	
Common Stock	12/23/2004		S		5,000	D	\$37.5	42,732 <sup>(1)</sup>	D	
Common Stock	12/23/2004		S		5,000	D	\$37.52	37,732 <sup>(1)</sup>	D	
Common Stock	12/23/2004		S		5,000	D	\$37.55	32,732 <sup>(1)</sup>	D	
Common Stock	12/23/2004		S		5,000	D	\$38.225	27,732 <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
Non-Qualified Stock Option (right to buy)	\$6.88	12/22/2004		M			20,000	06/20/2004 <sup>(2)</sup>	06/20/2012	Common Stock	20,000	\$0.00	20,000 <sup>(3)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$6.88	12/23/2004		M			6,800	06/20/2004 <sup>(2)</sup>	06/20/2012	Common Stock	6,800	\$0.00	13,200 <sup>(3)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$8.424	12/23/2004		M			13,200	06/17/2004 <sup>(4)</sup>	06/19/2013	Common Stock	13,200	\$0.00	26,800 <sup>(3)</sup>	D	

Explanation of Responses:

- The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- The option vests over a 3-year period beginning on June 20, 2002 at the rate of 13,600 shares on the first anniversary, and 13,200 shares on the second and third anniversaries.
- Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 pursuant to the terms of the Company's 2000 Directors' Option Plan.
- 100% of the shares subject to the option first vested and became exercisable on June 17, 2004.

Kent Heinzman, Attorney-in- 12/23/2004  
fact for Larry W. Wangberg

\*\* 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/ Larry W. Wangberg

Print Name: Larry W. Wangberg