

**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*<br><b>BASS CARL</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>President and CEO</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/01/2008</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  |  |  |
| 111 MCINNIS PARKWAY  |         |          | 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                    | 02/01/2008                           |  | M                              |   | 10,000  | A          | \$8.725  | 39,330  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 152   | D          | \$40.74  | 39,178  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$40.82  | 38,978  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$40.84  | 38,878  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$40.91  | 38,478  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 48  | D          | \$40.92  | 38,430  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$40.94  | 38,230  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$40.95  | 38,130  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$40.97  | 37,930  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$40.99  | 37,830  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 1,800   | D          | \$41     | 36,030  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$41.05  | 35,630  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$41.06  | 35,430  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 700   | D          | \$41.07  | 34,730  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 500   | D          | \$41.18  | 34,230  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 284   | D          | \$41.21  | 33,946  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$41.26  | 33,546  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 300   | D          | \$41.27  | 33,246  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$41.275 | 33,146  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 1,116   | D          | \$41.28  | 32,030  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$41.3   | 31,830  | D  |   |
| Common Stock                    | 02/01/2008                           |  | S <sup>(1)</sup>               |   | 2,500   | D          | \$41.36  | 29,330  | 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 |   |  |  |   |  |

**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)  | \$8.725  | 02/01/2008                           |  | M                              |   |  | 10,000 | 09/25/2006 <sup>(2)</sup>                                | 09/25/2013      | Common Stock  | 10,000                     | \$0  | 50,000   | D   |  |

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2007.
- The option vests in four equal annual installments of 50,000 shares each beginning on September 25, 2003.

Nancy R. Thiel, Attorney-in-  
fact for Carl Bass 02/04/2008

\*\* 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.**