

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* BASS CARL (Last) (First) (Middle) 111 MCINNIS PARKWAY (Street) SAN RAFAEL CA 94903 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	01/02/2014		M		495,688	A	\$16.53	868,496	D	
Common Stock	01/02/2014		S		495,688	D	\$49.2318 ⁽⁴⁾	372,808	D	
Common Stock	01/03/2014		M		29,312	A	\$16.53	402,120	D	
Common Stock	01/03/2014		M		145,787	A	\$29.5	547,907	D	
Common Stock	01/03/2014		S ⁽²⁾		175,099	D	\$49.1864 ⁽⁶⁾	372,808	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				
Incentive Stock Option (right to buy)	\$16.53	01/02/2014		M			6,050	(1)	02/02/2016	Common Stock	6,050	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$16.53	01/02/2014		M			489,638	(3)	02/02/2016	Common Stock	489,638	\$0	29,312	D	
Non-Qualified Stock Option (right to buy)	\$16.53	01/03/2014		M			29,312	(3)	02/02/2016	Common Stock	29,312	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$29.5	01/03/2014		M			145,787	(5)	03/26/2017	Common Stock	145,787	\$0	240,824	D	

Explanation of Responses:

- The option vested over a four-year period beginning on 02/02/09 at the rate of 1 share on the first anniversary, 0 shares on the second and third anniversaries, and 6,049 shares on the fourth anniversary, and was fully vested and exercisable as of the Transaction Date.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 4, 2013.
- The option vested over a four-year period beginning on 02/02/09 at the rate of 131,249 shares on the first anniversary, 131,250 shares on the second and third anniversaries, and 125,201 shares on the fourth anniversary.
- All trades occurred within the following one dollar price range: \$48.88 through \$49.72. The reported price is the weighted average for trades within this range.
- The option vests over a 4-year period beginning on 03/26/2010 at the rate of 97,500 shares on each of the first, second and third anniversaries, and 94,111 shares on the fourth anniversary.
- All trades occurred within the following one dollar price range: \$48.85 through \$49.50. The reported price is the weighted average for trades within this range.

Nancy R. Thiel, Attorney-in-fact for Carl Bass

01/03/2014

** 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.