

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>LYPACZEWSKI PAUL</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Ex VP, Discreet Division</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2004	
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	03/02/2004		M		82,500	A	\$12.375	82,500	D	
Common Stock	03/02/2004		M		1,875	A	\$12.72	84,375	D	
Common Stock	03/02/2004		M		15,000	A	\$16.2813	99,375	D	
Common Stock	03/02/2004		M		15,000	A	\$15.75	114,375	D	
Common Stock	03/02/2004		S		100	D	\$28.27	114,275	D	
Common Stock	03/02/2004		S		100	D	\$28.21	114,175	D	
Common Stock	03/02/2004		S		200	D	\$28.52	113,975	D	
Common Stock	03/02/2004		S		400	D	\$28.19	113,575	D	
Common Stock	03/02/2004		S		500	D	\$28.41	113,075	D	
Common Stock	03/02/2004		S		500	D	\$28.37	112,575	D	
Common Stock	03/02/2004		S		670	D	\$28.96	111,905	D	
Common Stock	03/02/2004		S		700	D	\$28.33	111,205	D	
Common Stock	03/02/2004		S		705	D	\$28.86	110,500	D	
Common Stock	03/02/2004		S		1,100	D	\$28.22	109,400	D	
Common Stock	03/02/2004		S		1,200	D	\$28.36	108,200	D	
Common Stock	03/02/2004		S		1,400	D	\$28.59	106,800	D	
Common Stock	03/02/2004		S		1,410	D	\$28.35	105,390	D	
Common Stock	03/02/2004		S		1,600	D	\$28.31	103,790	D	
Common Stock	03/02/2004		S		1,800	D	\$28.32	101,990	D	
Common Stock	03/02/2004		S		1,900	D	\$28.25	100,090	D	
Common Stock	03/02/2004		S		2,000	D	\$28.29	98,090	D	
Common Stock	03/02/2004		S		2,221	D	\$28.34	95,869	D	
Common Stock	03/02/2004		S		2,431	D	\$28.39	93,438	D	
Common Stock	03/02/2004		S		5,375	D	\$28.28	88,063	D	
Common Stock	03/02/2004		S		5,600	D	\$28.15	82,463	D	
Common Stock	03/02/2004		S		6,400	D	\$28.5	76,063	D	
Common Stock	03/02/2004		S		7,800	D	\$28.26	68,263	D	
Common Stock	03/02/2004		S		10,144	D	\$28.38	58,119	D	
Common Stock	03/02/2004		S		12,825	D	\$28.4	45,294	D	
Common Stock	03/02/2004		S		13,600	D	\$28.2	31,694	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)	\$12.375	03/02/2004		M			8,080	08/14/2003	08/14/2010	Common Stock	8,080	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$12.375	03/02/2004		M			74,420	08/14/2003	08/14/2010	Common Stock	74,420	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$16.2813	03/02/2004		M			15,000	03/20/2003	03/20/2011	Common Stock	15,000	\$0	17,716 ⁽¹⁾	D	
Non-Qualified Stock Option (right to buy)	\$12.72	03/02/2004		M			1,875	09/26/2003	09/26/2012	Common Stock	1,875	\$0	7,500 ⁽²⁾	D	
Non-Qualified Stock Option (right to buy)	\$15.75	03/02/2004		M			15,000	09/20/2003	09/20/2011	Common Stock	15,000	\$0	30,000 ⁽³⁾	D	

Explanation of Responses:

- The option vests over a 4-year period beginning on 03/20/2001 at the rate of 15000 on each of the first and second anniversaries, and 8858 on each of the third and fourth anniversaries.
- The option vests in three equal annual installments of 3750 each beginning on September 26, 2002.
- The option vests in four equal annual installments of 15000 each beginning on September 20, 2001.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on this Form 4 dated 03/04/2004 for Mr. Lypaczewski, the last line item entry in Table 1 has been reported on an additional Form 4 also dated 03/04/2004.

Nancy R. Thiel, Attorney-in-fact for Paul Lypaczewski 03/04/2004

** 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/ Paul Lypaczewski

Print Name: Paul Lypaczewski