

**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
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1. Name and Address of Reporting Person* <u>Chin Moonhie</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) Sr. VP, SP&O
	3. Date of Earliest Transaction (Month/Day/Year) 11/23/2007	
	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	11/23/2007		M		29,648	A	\$9.6563	44,192	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		2,000	D	\$45.33	42,192	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		2,000	D	\$45.43	40,192	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		3,000	D	\$45.47	37,192	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		2,000	D	\$45.49	35,192	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		5,648	D	\$45.5	29,544	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		3,000	D	\$45.52	26,544	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		4,000	D	\$45.55	22,544	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		2,000	D	\$45.57	20,544	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		3,000	D	\$45.63	17,544	D	
Common Stock	11/23/2007		S <sup>(1)</sup>		3,000	D	\$45.65	14,544	D	
Common Stock	11/26/2007		M		45,000	A	\$14.4	59,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		5,000	D	\$45.45	54,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		5,000	D	\$45.48	49,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		2,000	D	\$45.5	47,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		1,000	D	\$45.53	46,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		5,000	D	\$45.56	41,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		1,000	D	\$45.6	40,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		3,000	D	\$45.65	37,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		1,000	D	\$45.66	36,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		1,000	D	\$45.74	35,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		1,000	D	\$45.75	34,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		2,000	D	\$45.77	32,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		1,000	D	\$45.79	31,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		2,000	D	\$45.82	29,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		3,000	D	\$45.85	26,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		2,000	D	\$45.87	24,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		6,000	D	\$45.9	18,544	D	
Common Stock	11/26/2007		S <sup>(1)</sup>		4,000	D	\$45.94	14,544	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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Acquired or Disposed of (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title	9. Amount or Number of	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
Non-Qualified Stock Option (right to buy)	\$9.6563	11/23/2007		C	M	12/17/2003 <sup>(2)</sup>	Common Stock	10,352	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$9.6563	11/23/2007		M		12/17/2003 <sup>(3)</sup>	Common Stock	19,296	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$14.4	11/26/2007		M		03/18/2007 <sup>(4)</sup>	Common Stock	45,000	\$0	8,056	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b-5-1 trading plan adopted by the reporting person on August 21, 2007.
- The option vests over a 5-year period beginning on December 17, 1998, at the rate of 0 shares on the first anniversary, 4,088 shares on the second anniversary, and 10,352 shares on the third, fourth and fifth anniversaries.
- The option vests over a 5-year period beginning on December 17, 1998, at the rate of 20,000 shares on the first anniversary, 35,912 shares on the second anniversary, and 29,648 shares on the third, fourth and fifth anniversaries.
- The option vests over a 4-year period beginning on March 18, 2004 at the rate of 15,000 on each of the first, second and third anniversaries, and 8,056 shares on the fourth anniversary.

Nancy R. Thiel, Attorney-in-Fact for Moonhie Chin      11/26/2007

\*\* 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.

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