

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>SCHEID STEVEN</u>  (Last) (First) (Middle) <u>111 MCINNIS PARKWAY</u>  (Street) <u>SAN RAFAEL CA 94903</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AUTODESK INC [ ADSK ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/13/2007</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person  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	06/13/2007		M		40,000	A	\$19.555	49,472	D	
Common Stock	06/13/2007		M		20,000	A	\$35	69,472	D	
Common Stock	06/13/2007		S		480	D	\$46.5	68,992	D	
Common Stock	06/13/2007		S		6,900	D	\$46.49	62,092	D	
Common Stock	06/13/2007		S		10,243	D	\$46.48	51,849	D	
Common Stock	06/13/2007		S		6,482	D	\$46.47	45,367	D	
Common Stock	06/13/2007		S		4,300	D	\$46.46	41,067	D	
Common Stock	06/13/2007		S		200	D	\$46.45	40,867	D	
Common Stock	06/13/2007		S		100	D	\$46.42	40,767	D	
Common Stock	06/13/2007		S		12,442	D	\$46.4	28,325	D	
Common Stock	06/13/2007		S		9,014	D	\$46.39	19,311	D	
Common Stock	06/13/2007		S		9,839	D	\$46.38	9,472	D	
Common Stock	06/13/2007		S		100	D	\$45.86	9,372	D	
Common Stock	06/13/2007		S		300	D	\$45.85	9,072	D	
Common Stock	06/13/2007		S		450	D	\$45.84	8,622	D	
Common Stock	06/13/2007		S		1,100	D	\$45.83	7,522	D	
Common Stock	06/13/2007		S		100	D	\$45.82	7,422	D	
Common Stock	06/13/2007		S		800	D	\$45.81	6,622	D	
Common Stock	06/13/2007		S		300	D	\$45.8	6,322	D	
Common Stock	06/13/2007		S		3,300	D	\$45.7905	3,022	D	
Common Stock	06/13/2007		S		406	D	\$45.78	2,616	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					
Non-Qualified Stock Options (right to buy)	\$19.555	06/13/2007		M		40,000 <sup>(1)</sup>		06/23/2005 <sup>(2)</sup>	06/17/2014	Common Stock	\$0	0	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				
Non-Qualified Stock Options (right to buy)	\$35	06/13/2007		M			20,000	06/08/2006 <sup>(3)</sup>	06/23/2015	Common Stock	20,000	\$0	0	D	

**Explanation of Responses:**

- Includes shares issued in connection with the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004, pursuant to the terms of the Company's 2000 Directors' Option Plan.
- The option became fully vested and exercisable on June 23, 2005.
- The option became fully vested and exercisable on June 8, 2006.

Andrew Chew, Attorney-in-fact      06/14/2007  
for Steven Scheid

\*\* 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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