

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>BARTZ CAROL</u> (Last) (First) (Middle) <u>111 MCINNIS PARKWAY</u> (Street) <u>SAN RAFAEL CA 94903</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2004</u>	
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	03/12/2004		M		16,434	A	\$18.25	485,966	D	
Common Stock	03/12/2004		M		7,238	A	\$13.8125	493,204	D	
Common Stock	03/12/2004		M		2	A	\$12.0625	493,206	D	
Common Stock	03/12/2004		M		6,736	A	\$14.8438	499,942	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)	\$18.25	03/12/2004		M			16,434	03/20/1999	03/20/2006	Common Stock	16,434	\$0	0	D	
Incentive Stock Option(right to buy)	\$13.8125	03/12/2004		M			7,238	05/28/2002	05/28/2009	Common Stock	7,238	\$0	0	D	
Incentive Stock Option(right to buy)	\$12.0625	03/12/2004		M			2	09/08/2002	09/08/2009	Common Stock	2	\$0	0	D	
Incentive Stock Option(right to buy)	\$14.8438	03/12/2004		M			6,736	09/14/2003 ⁽¹⁾	09/14/2010	Common Stock	6,736	\$0	6,736	D	

Explanation of Responses:

1. The option vests over a 4-year period beginning on 09/14/2000 at the rate of 0 on each of the first and second anniversaries, and 6736 on each of the third and fourth anniversaries.

Nancy R. Thiel, Attorney-in-
fact for Carol Bartz 03/15/2004

** 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.

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