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SECURITIES AND EXCHANGE COMMISSION
       Washington, D.C. 20549
       Schedule 13G
       Under the Securities Exchange Act of 1934
        AUTODESK INC
        (Name of Issuer)
       Common Stock
        (Title of Class of Securities)
       052769106
        (CUSIP Number)
       December 31, 2005
        (Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:
       Rule 13d-1(b)
*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class
of securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior page.
The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that
section of the Act but shall be subject to all other provisions of the Act
(however, see the Notes).
CUSIP No. 052769106
(1) Names of Reporting Persons.
       I.R.S. Identification Nos. of above persons (entities only).
       BARCLAYS GLOBAL INVESTORS, NA., 943112180
(2) Check the appropriate box if a member of a Group*
(a) / /
(b) /X/
(3) SEC Use Only
 ______
(4) Citizenship or Place of Organization
    U.S.A.
Number of Shares
                                               (5) Sole Voting Power
Beneficially Owned
                                                 19,670,094
by Each Reporting
Person With
                                                (6) Shared Voting Power
                                                (7) Sole Dispositive Power
                                                    22,720,753
                                                (8) Shared Dispositive Power
(9) Aggregate Amount Beneficially Owned by Each Reporting Person
      22,720,753
(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amount in Row (9)
      9.84%
(12) Type of Reporting Person*
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[X]

BK

CUSIP No.	052769106 	
	Reporting Persons. Identification Nos. of above pe	ersons (entities only).
BARCLA	YS GLOBAL FUND ADVISORS	
(2) Check the (a) // (b) /X/	appropriate box if a member of a	a Group*
(3) SEC Use On	ıly	
U.S.A.		
Number of Shar Beneficially C	)wned	(5) Sole Voting Power 1,627,660
by Each Report Person With	ing	(6) Shared Voting Power
		(7) Sole Dispositive Power 1,640,395
		(8) Shared Dispositive Power
(9) Aggregate 1,640,39		ch Reporting Person
(10) Check Box	if the Aggregate Amount in Row	(9) Excludes Certain Shares*
	of Class Represented by Amount in	n Row (9)
	Reporting Person*	
CUSIP No.	052769106	
	Reporting Persons. Identification Nos. of above pe	ersons (entities only).
BARCLA	NYS GLOBAL INVESTORS, LTD	
(2) Check the (a) // (b) /X/	appropriate box if a member of a	·
(3) SEC Use On		
Englan	p or Place of Organization d	
Number of Shar Beneficially O	res Dwned	(5) Sole Voting Power 3,146,583
by Each Report Person With	Till	(6) Shared Voting Power
		(7) Sole Dispositive Power 3,403,133
		(8) Sharad Dispositive Power

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(9) Aggregate 3,403,133		
5,405,133		
(10) Check Box	if the Aggregat	e Amount in Row (9) Excludes Certain Shares*
(11) Percent of 1.47%	f Class Represer	ted by Amount in Row (9)
	eporting Person*	
CUSIP No.		
	Reporting Persor Identification	s. Nos. of above persons (entities only).
		ORS JAPAN TRUST AND BANKING COMPANY LIMITED
(2) Check the a (a) // (b) /X/	appropriate box	if a member of a Group*
(3) SEC Use On		
	o or Place of Or	ganization
Number of Share Beneficially Ov	es	(5) Sole Voting Power 199,060
by Each Reporti Person With		(6) Shared Voting Power
		(7) Sole Dispositive Power 199,060
		(8) Shared Dispositive Power
(9) Aggregate 199,060		
199,060		e Amount in Row (9) Excludes Certain Shares*
199,060 (10) Check Box (11) Percent of	if the Aggregat	
199,060 (10) Check Box (11) Percent of 0.09%	if the Aggregat	e Amount in Row (9) Excludes Certain Shares*  ted by Amount in Row (9)
199,060 	if the Aggregat	e Amount in Row (9) Excludes Certain Shares*
199,060 (10) Check Box (11) Percent of 0.09% (12) Type of Re BK	if the Aggregat  Class Represer  Eporting Person*  NAME OF ISSUER AUTODESK INC	e Amount in Row (9) Excludes Certain Shares*
199,060	if the Aggregat  f Class Represer  eporting Person*  NAME OF ISSUER AUTODESK INC  ADDRESS OF ISS 111 MCINNIS PK SAN RAFAEL CA	e Amount in Row (9) Excludes Certain Shares*  ited by Amount in Row (9)  cuer's PRINCIPAL EXECUTIVE OFFICES  WY 94903
199,060	if the Aggregat  Class Represer  Eporting Person*  NAME OF ISSUER AUTODESK INC  ADDRESS OF ISS 111 MCINNIS PK SAN RAFAEL CA  NAME OF PERSON BARCLA	e Amount in Row (9) Excludes Certain Shares*  Lited by Amount in Row (9)  SUER'S PRINCIPAL EXECUTIVE OFFICES  WY  94903  L(S) FILING  LYS GLOBAL INVESTORS, NA
199,060	if the Aggregat  Class Represer  Peporting Person*  NAME OF ISSUER AUTODESK INC  ADDRESS OF ISS 111 MCINNIS PK SAN RAFAEL CA  NAME OF PERSON BARCLA  ADDRESS OF PRI 45 Free	e Amount in Row (9) Excludes Certain Shares*  ited by Amount in Row (9)  SUER'S PRINCIPAL EXECUTIVE OFFICES  SWY  94903
199,060	if the Aggregat  Class Represer  Peporting Person*  NAME OF ISSUER AUTODESK INC  ADDRESS OF ISS 111 MCINNIS PK SAN RAFAEL CA  NAME OF PERSON BARCLA  ADDRESS OF PRI 45 Free  CITIZENSHIP U.S.A	e Amount in Row (9) Excludes Certain Shares*  ited by Amount in Row (9)  SUER'S PRINCIPAL EXECUTIVE OFFICES  SWY  94903  I(S) FILING  IYS GLOBAL INVESTORS, NA  INCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  mont Street  San Francisco, CA 94105
199,060	if the Aggregat  Class Represer  Peporting Person*  NAME OF ISSUER AUTODESK INC  ADDRESS OF ISS 111 MCINNIS PK SAN RAFAEL CA  NAME OF PERSON BARCLA  ADDRESS OF PRI 45 Free  CITIZENSHIP U.S.A	e Amount in Row (9) Excludes Certain Shares*  Ited by Amount in Row (9)  SUER'S PRINCIPAL EXECUTIVE OFFICES  SWY 94903  I(S) FILING  IYS GLOBAL INVESTORS, NA  NCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  IMMONITY STREET  SAN FRANCISCO, CA 94105

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13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act
       (15 U.S.C. 780).
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
(c) // Insurance Company as defined in section 3(a) (19) of the Act
       (15 U.S.C. 78c).
      Investment Company registered under section 8 of the Investment
(d) //
       Company Act of 1940 (15 U.S.C. 80a-8).
       Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(e) //
(f) //
       Employee Benefit Plan or endowment fund in accordance with section
       240.13d-1(b)(1)(ii)(F).
(g) //
       Parent Holding Company or control person in accordance with section
       240.13d-1(b)(1)(ii)(G).
      A savings association as defined in section 3(b) of the Federal Deposit
(h) //
       Insurance Act (12 U.S.C. 1813).
(i) // A church plan that is excluded from the definition of an investment
       company under section 3(c)(14) of the Investment Company Act of 1940
       (15U.S.C. 80a-3).
      Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
(j) //
             NAME OF ISSUER
ITEM 1(A).
      AUTODESK INC
ITEM 1(B).
            ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
              111 MCINNIS PKWY
             SAN RAFAEL CA 94903
ITEM 2(A). NAME OF PERSON(S) FILING
               BARCLAYS GLOBAL FUND ADVISORS
ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
                 45 Fremont Street
                            San Francisco, CA 94105
- ------
ITEM 2(C). CITIZENSHIP
ITEM 2(D). TITLE OF CLASS OF SECURITIES
              Common Stock
ITEM 2(E). CUSIP NUMBER
               052769106
ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR
13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act
       (15 U.S.C. 780).
(b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).(c) // Insurance Company as defined in section 3(a) (19) of the Act
       (15 U.S.C. 78c).
(d) //
       Investment Company registered under section 8 of the Investment
       Company Act of 1940 (15 U.S.C. 80a-8).
(e) /X/ Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(f) // Employee Benefit Plan or endowment fund in accordance with section
       240.13d-1(b)(1)(ii)(F).
(g) // Parent Holding Company or control person in accordance with section
       240.13d-1(b)(1)(ii)(G).
(h) // A savings association as defined in section 3(b) of the Federal Deposit
       Insurance Act (12 U.S.C. 1813).
(i) //
       A church plan that is excluded from the definition of an investment
       company under section 3(c)(14) of the Investment Company Act of 1940
       (15U.S.C. 80a-3).
(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
             NAME OF ISSUER
ITEM 1(A).
             AUTODESK INC
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
             111 MCINNIS PKWY
             SAN RAFAEL CA 94903
ITEM 2(A). NAME OF PERSON(S) FILING
               BARCLAYS GLOBAL INVESTORS, LTD
_ _____
ITEM 2(B).
             ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
                      Murray House
                            1 Royal Mint Court
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LONDON, EC3N 4HH

IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR

ITEM 3.

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ITEM 2(C). CITIZENSHIP
               England
_ _____
ITEM 2(D). TITLE OF CLASS OF SECURITIES
                    Common Stock
ITEM 2(E). CUSIP NUMBER
               052769106
ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR
13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act
       (15 U.S.C. 780).
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
(c) // Insurance Company as defined in section 3(a) (19) of the Act
       (15 U.S.C. 78c).
(d) // Investment Company registered under section 8 of the Investment
       Company Act of 1940 (15 U.S.C. 80a-8).
       Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(e) //
(f) //
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       240.13d-1(b)(1)(ii)(F).
(g) //
       Parent Holding Company or control person in accordance with section
       240.13d-1(b)(1)(ii)(G).
      A savings association as defined in section 3(b) of the Federal Deposit
(h) //
Insurance Act (12 U.S.C. 1813).
(i) // A church plan that is excluded from the definition of an investment
       company under section 3(c)(14) of the Investment Company Act of 1940
       (15U.S.C. 80a-3).
(j) //
      Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
             NAME OF ISSUER
ITEM 1(A).
          AUTODESK INC
- -----
                           ______
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
              111 MCINNIS PKWY
           SAN RAFAEL CA 94903
ITEM 2(A). NAME OF PERSON(S) FILING
 BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED
ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
                     Ebisu Prime Square Tower 8th Floor
                             1-1-39 Hiroo Shibuya-Ku
                            Tokyo 150-0012 Japan
ITEM 2(C). CITIZENSHIP
ITEM 2(D). TITLE OF CLASS OF SECURITIES
                Common Stock
ITEM 2(E). CUSIP NUMBER
                052769106
IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR
TTFM 3.
13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act
       (15 U.S.C. 780).
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
      Insurance Company as defined in section 3(a) (19) of the Act
(c) //
       (15 U.S.C. 78c).
(d) //
       Investment Company registered under section 8 of the Investment
       Company Act of 1940 (15 U.S.C. 80a-8).
       Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(e) //
       Employee Benefit Plan or endowment fund in accordance with section
(f) //
       240.13d-1(b)(1)(ii)(F).
(g) //
       Parent Holding Company or control person in accordance with section
       240.13d-1(b)(1)(ii)(G).
(h) //
       A savings association as defined in section 3(b) of the Federal Deposit
       Insurance Act (12 U.S.C. 1813).
       A church plan that is excluded from the definition of an investment
(i) //
       company under section 3(c)(14) of the Investment Company Act of 1940
       (15U.S.C. 80a-3).
       Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
(j) //
ITEM 4. OWNERSHIP
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Provide the following information regarding the aggregate number and

perc	enta	age of the	class of securities of the issuer identified in Item 1.
(a)	Amo		cially Owned: 7,963,341
(b)	Pei	cent of Cl	
(c)	Nur	(i) sole	ares as to which such person has: e power to vote or to direct the vote 1,643,397
		(ii) shar	ed power to vote or to direct the vote
		(iii) sole	e power to dispose or to direct the disposition of 7,963,341
			ed power to dispose or to direct the disposition of
If the the percent of	his repo ent 6. 7.	statement orting pers of the cla OWNERSHIP The shares economic k Items 2(a) IDENTIFICA THE SECURI NO IDENTIFICA NO NOTICE OF	OF FIVE PERCENT OR LESS OF A CLASS is being filed to report the fact that as of the date hereof son has ceased to be the beneficial owner of more than five ass of securities, check the following. // OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON is reported are held by the company in trust accounts for the benefit of the beneficiaries of those accounts. See also above. ATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED ITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY obtapplicable ATION AND CLASSIFICATION OF MEMBERS OF THE GROUP obtapplicable DISSOLUTION OF GROUP
ITEM	10	CE	ERTIFICATION
			ollowing certification shall be included if the statement pursuant to section 240.13d-1(b):
		ar ar ac of se	signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and the held in the ordinary course of business and were not equired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the eccurities and were not acquired and are not held in connection of the as a participant in any transaction having that purpose

as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

> By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

 January 31, 2006	
Date	
 Signature	

Mei Lau Financial Reporting Manager -----Name/Title