

**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 * <b>BECKER JAN</b>  (Last) (First) (Middle) <b>111 MCINNIS PARKWAY</b>  (Street) <b>SAN RAFAEL CA 94903</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AUTODESK INC [ ADSK ]</b>	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) <b>Sr VP, Human Res, Corp RE</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/02/2011</b>	
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	05/02/2011		M		50,000	A	\$14.4	95,243	D	
Common Stock	05/02/2011		M		20,000	A	\$8.725	115,243	D	
Common Stock	05/02/2011		s <sup>(2)</sup>		50,000	D	\$44.8321 <sup>(4)</sup>	65,243	D	
Common Stock	05/02/2011		s		20,000	D	\$44.9145 <sup>(5)</sup>	45,243	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
Incentive Stock Option (right to buy)	\$14.4	05/02/2011		M			6,944	(1)	03/18/2014	Common Stock	6,944	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$14.4	05/02/2011		M			43,056	(1)	03/18/2014	Common Stock	43,056	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$8.725	05/02/2011		M			20,000	(3)	09/25/2013	Common Stock	20,000	\$0	0	D	

**Explanation of Responses:**

- The option vested in annual installments over a four-year period beginning on 03/18/2004 and was fully vested as of the Transaction Date.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2010.
- The option vested in annual installments over a four-year period beginning on 09/25/2003 and was fully vested as of the Transaction Date.
- All trades occurred within the following one dollar price range: \$44.7604 through \$44.96. The reported price is the weighted average for trades within this range.
- All trades occurred within the following one dollar price range: \$44.84 through \$45.01. The reported price is the weighted average for trades within this range.

Nancy R. Thiel, Attorney-in-fact for Jan Becker 05/03/2011

\*\* 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.