

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

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|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* Bado George M | | | 2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK] | | | 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) VP, Worldwide Sales | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/23/2006 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 111 MCINNIS PARKWAY | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) SAN RAFAEL CA 94903 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 05/23/2006 | | M | | 17,500 | A | \$7.425 | 34,686 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 1,600 | D | \$36.59 | 33,086 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 1,700 | D | \$36.6 | 31,386 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 18 | D | \$36.63 | 31,368 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 100 | D | \$36.64 | 31,268 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 182 | D | \$36.68 | 31,086 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 500 | D | \$36.7 | 30,586 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 600 | D | \$36.71 | 29,986 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 2,000 | D | \$36.75 | 27,986 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 4,000 | D | \$36.78 | 23,986 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 2,400 | D | \$36.79 | 21,586 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 200 | D | \$36.8 | 21,386 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 1,100 | D | \$36.81 | 20,286 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 100 | D | \$36.82 | 20,186 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 300 | D | \$36.84 | 19,886 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 200 | D | \$36.86 | 19,686 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 500 | D | \$36.92 | 19,186 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 400 | D | \$36.93 | 18,786 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 800 | D | \$36.95 | 17,986 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 100 | D | \$36.99 | 17,886 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 200 | D | \$37 | 17,686 | D | |
| Common Stock | 05/23/2006 | | s ⁽¹⁾ | | 500 | D | \$37.05 | 17,186 | 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 | | | | | |

**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 Option (Right to Buy) | \$7.425 | 05/23/2006 | | M | | | 17,500 | 05/23/2006 ⁽²⁾ | 05/23/2013 | Common Stock | 17,500 | \$0 | 4,032 | D | |

Explanation of Responses:

- 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, 2005.
- The option vests over a four-year period beginning on May 23, 2003 at the rate of 17,500 shares on the first, second and third anniversaries and 4,032 shares on the fourth anniversary.

Nancy R. Thiel, Attorney-in-fact for George M. Bado 05/24/2006

** 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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