

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* <u>Hawkins Mark J</u>			2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC [ADSK]</u>			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) Exec. VP and CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2011</u>			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		
<u>111 MCINNIS PARKWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>SAN RAFAEL CA</u>	<u>94903</u>						
(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	03/24/2011		A ⁽³⁾		13,750	A	\$0	47,438 ⁽⁶⁾	D	
Common Stock	03/24/2011		A ⁽⁴⁾		5,706	A	\$0	53,144	D	
Common Stock	03/24/2011		A ⁽⁵⁾		1,902	A	\$0	55,046	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)	\$43.81	03/24/2011		A		2,282		03/24/2012 ⁽¹⁾	03/24/2021	Common Stock	2,282	\$0	2,282	D	
Non-Qualified Stock Option (right to buy)	\$43.81	03/24/2011		A		25,218		03/24/2012 ⁽²⁾	03/24/2021	Common Stock	25,218	\$0	25,218	D	

Explanation of Responses:

- The option vests over a four-year period beginning on 3/24/2011 at the rate of 0 shares on each of the first, second, and third anniversaries, and 2,282 shares on the fourth anniversary.
- The option vests over a four-year period beginning on 3/24/2011 at the rate of 6,875 shares on each of the first, second, and third anniversaries, and 4,593 shares on the fourth anniversary.
- The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units that vest over a 3-year period at the rate of 4,675 shares on 3/6/12, and 4,538 shares on 3/6/13 and 4,537 shares on 3/6/14.
- The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units that will be fully vested on 3/24/2011, with a distribution date on 3/6/2014. In the event the Reporting Person ceases to be a Section 16 Reporting Officer, these shares will be distributed immediately.
- The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units that will be fully vested on 3/6/2014, with a distribution date also on 3/6/2014. In the event the Reporting Person ceases to be a Section 16 Reporting Officer before these shares are fully vested they will be forfeited to the Issuer.
- Includes shares acquired in September 2010 pursuant to the Issuer's Employee Stock Purchase Plan.

Nancy R. Thiel, Attorney-in-Fact for Mark J. Hawkins 03/28/2011

** 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.