

**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>BARTZ CAROL</b>			2. Issuer Name and Ticker or Trading Symbol <b>AUTODESK INC [ ADSK ]</b>			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) <b>Chairman, President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/18/2005</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
111 MCINNIS PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SAN RAFAEL CA 94903</b>								
(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	03/18/2005		M		12,528	A	\$9.125	1,012,412 <sup>(2)</sup>	D	
Common Stock	03/18/2005		M		37,472	A	\$6.0313	1,049,884 <sup>(2)</sup>	D	
Common Stock	03/18/2005		S <sup>(1)</sup>		10,000	D	\$29.7	1,039,884 <sup>(2)</sup>	D	
Common Stock	03/18/2005		S <sup>(1)</sup>		2,528	D	\$29.4737	1,037,356 <sup>(2)</sup>	D	
Common Stock	03/18/2005		S <sup>(1)</sup>		10,000	D	\$29.3926	1,027,356 <sup>(2)</sup>	D	
Common Stock	03/18/2005		S <sup>(1)</sup>		10,000	D	\$29.3183	1,017,356 <sup>(2)</sup>	D	
Common Stock	03/18/2005		S <sup>(1)</sup>		10,000	D	\$29.509	1,007,356 <sup>(2)</sup>	D	
Common Stock	03/18/2005		S <sup>(1)</sup>		7,472	D	\$29.4737	999,884 <sup>(2)</sup>	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
Non-Qualified Stock Option (right to buy)	\$9.125	03/18/2005		M		12,528		03/20/1999	03/20/2006	Common Stock	12,528	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$6.0313	03/18/2005		M		37,472		09/08/2000 <sup>(3)</sup>	09/08/2009	Common Stock	37,472	\$0	762,524 <sup>(2)</sup>	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 May 21, 2002, as amended.
- The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- The option vests over a 3-year period beginning on 09/08/1999 at the rate of 272,000 shares on the first anniversary, 264,000 shares on the second anniversary, and 263,996 on the third anniversary.

Nancy R. Thiel, Attorney-in-fact for Carol Bartz 03/21/2005

\*\* 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.