

OMB APPROVAL	
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**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

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) <b>Exec. VP and CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/27/2009</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 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			
<u>Common Stock</u>	<u>04/27/2009</u>		<u>A<sup>(1)</sup></u>		<u>25,000</u>	<u>A</u>	<u>\$0</u>	<u>25,000</u>	<u>D</u>	

**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					
<u>Incentive Stock Option (right to buy)</u>	<u>\$19.01</u>	<u>04/27/2009</u>		<u>A</u>		<u>21,040</u>		<u>04/27/2010<sup>(2)</sup></u>	<u>04/27/2016</u>	<u>Common Stock</u>	<u>\$0</u>	<u>21,040</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)</u>	<u>\$19.01</u>	<u>04/27/2009</u>		<u>A</u>		<u>128,960</u>		<u>04/27/2010<sup>(3)</sup></u>	<u>04/27/2016</u>	<u>Common Stock</u>	<u>\$0</u>	<u>128,960</u>	<u>D</u>	

**Explanation of Responses:**

- 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 April 4, 2012, with a distribution date also on April 4, 2012. 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.
- The option vests in four equal annual installments of 5,260 shares each beginning on April 27, 2009.
- The option vests in four equal annual installments of 32,240 shares each beginning on April 27, 2009.

Nancy R. Thiel, Attorney-in-fact for Mark J. Hawkins

04/29/2009

\*\* 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.