

**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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1. Name and Address of Reporting Person* <b>ASTROTH JOE</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Exec VP, Location Services Div</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/08/2004</b>			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) <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	06/08/2004		M		30,000	A	\$23.8125	30,440 <sup>(1)</sup>	D	
Common Stock	06/08/2004		M		30,000	A	\$21.5625	60,440 <sup>(1)</sup>	D	
Common Stock	06/08/2004		M		6	A	\$12.0625	60,446 <sup>(1)</sup>	D	
Common Stock	06/08/2004		M		15,000	A	\$16.2813	75,446 <sup>(1)</sup>	D	
Common Stock	06/08/2004		M		30,000	A	\$22	105,446 <sup>(1)</sup>	D	
Common Stock	06/08/2004		M		7,500	A	\$14.73	112,946 <sup>(1)</sup>	D	
Common Stock	06/08/2004		S		112,506	D	\$38.1307	440 <sup>(1)</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)	\$23.8125	06/08/2004		M			30,000	03/18/2001	03/18/2008	Common Stock	30,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.5625	06/08/2004		M			30,000	03/31/2001	03/31/2008	Common Stock	30,000	\$0	0	D	
Incentive Stock Option (right to buy)	\$12.0625	06/08/2004		M			6	09/08/2002	09/08/2009	Common Stock	6	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$16.2813	06/08/2004		M			15,000	03/20/2004 <sup>(2)</sup>	03/20/2011	Common Stock	15,000	\$0	8,858	D	
Non-Qualified Stock Option (right to buy)	\$22	06/08/2004		M			30,000	03/08/2004 <sup>(3)</sup>	03/08/2012	Common Stock	30,000	\$0	25,456	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$14.73	06/08/2004		M			7,500	03/13/2004 <sup>(4)</sup>	03/13/2013	Common Stock	7,500	\$0	15,712	D	

**Explanation of Responses:**

1. Includes shares acquired in March 2004 pursuant to the Issuer's Employee Stock Purchase Plan.
2. The option vests over a 4-year period beginning on 03/20/2001 at the rate of 15000 on each of the first, second and third anniversaries, and 8858 on fourth anniversary.
3. The option vests over a 4-year period beginning on 03/08/2002 at the rate of 15000 on each of the first, second and third anniversaries, and 10,456 on the fourth anniversary.
4. The option vests over a 4-year period beginning on 03/13/2003 at the rate of 7500 on each of the first, second and third anniversaries, and 712 on the fourth anniversary.

Nancy R. Thiel, Attorney-in-fact for Joe Astroth      06/09/2004

\*\* 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.