

**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>Petit Marc</u>  (Last) (First) (Middle) <u>111 MCINNIS PARKWAY</u>  (Street) <u>SAN RAFAEL CA 94903</u>  (City) (State) (Zip)	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 Officer (give title below) Other (specify below) X Sr. VP, M&E
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2007</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	06/28/2007		M		5,456	A	\$7.425	5,456	D	
Common Stock	06/28/2007		M		4,544	A	\$7.425	10,000	D	
Common Stock	06/28/2007		S		2,000	D	\$47.82	8,000	D	
Common Stock	06/28/2007		S		3,806	D	\$47.81	4,194	D	
Common Stock	06/28/2007		S		800	D	\$47.8	3,394	D	
Common Stock	06/28/2007		S		1,044	D	\$47.79	2,350	D	
Common Stock	06/28/2007		S		2,350	D	\$47.78	0	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)	\$7.425	06/28/2007		M		5,456		05/23/2007 <sup>(1)</sup>	05/23/2013	Common Stock	5,456	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$7.425	06/28/2007		M		4,544		05/23/2006 <sup>(2)</sup>	05/23/2013	Common Stock	4,544	\$0	0	D	

**Explanation of Responses:**

- The option vested over a four year period beginning on May 23, 2003, at the rate of 456 shares on each of the first, second and third anniversaries, and 5,000 shares on the fourth anniversary.
- The option vested in three equal annual installments of 4,544 shares each beginning on May 23, 2003.

Diane Cree, Attorney-in-Fact for Marc Petit 06/29/2007

\*\* 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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