

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

December 13, 2006

Autodesk, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-14338
(Commission File Number)

94-2819853
(IRS Employer
Identification No.)

**111 McInnis Parkway
San Rafael, California 94903**
(Address of principal executive offices, including zip code)

(415) 507-5000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On December 13, 2006, Autodesk, Inc. (the "Company") received an additional Nasdaq Staff Determination letter stating that the Company is not in compliance with the continued listing requirements set forth in Nasdaq Marketplace Rule 4310(c)(14). As anticipated, the letter was issued in accordance with Nasdaq procedures due to the Company's delay in filing its quarterly report on Form 10-Q for the third quarter ended October 31, 2006. In response to the receipt of this letter, the Company will provide Nasdaq an update on the status of the ongoing voluntary stock option review. Pending a decision by the Nasdaq Listing Qualifications Panel (the "Panel"), the Company's shares will remain listed on the Nasdaq Stock Market. There can be no assurance the Panel will grant the Company's request for continued listing.

A copy of the press release relating to this announcement is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated as of December 19, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AUTODESK, INC.

By: /s/ PASCAL W. DI FRONZO
Pascal W. Di Fronzo
Vice President, General Counsel and Secretary

Date: December 19, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated as of December 19, 2006.

PRESS RELEASE

Investors: Sue Pirri, sue.pirri@autodesk.com, 415-507-6467
John Clancy, john.clancy@autodesk.com, 415-507-6373

Press: Caroline Kawashima, caroline.kawashima@autodesk.com, 415-547-2498

AUTODESK RECEIVES ADDITIONAL NASDAQ NOTICE

SAN RAFAEL, Calif., December 19, 2006 — Autodesk, Inc. (NASDAQ: ADSK) today announced that, as expected, it has received an additional Nasdaq Staff Determination notice stating that the Company is not in compliance with Nasdaq Marketplace Rule 4310(c)(14), due to the Company's delay in filing its quarterly report on Form 10-Q for the third quarter ended October 31, 2006. The notice stated that the delay in filing could serve as an additional basis for delisting of the Company's securities.

As previously disclosed, Nasdaq initially informed the Company on September 13, 2006 that its securities would be delisted due to the Company's delay in filing its Form 10-Q for the second quarter ended July 31, 2006 unless the Company requested a hearing in accordance with applicable Nasdaq Marketplace Rules. Autodesk subsequently requested and was granted a hearing before the Nasdaq Listing Qualifications Panel and requested an extension for continued listing on the Nasdaq Global Select Market. As of today, the Company is awaiting a decision on its extension request. While the Company remains optimistic, there can be no assurance that the Panel will grant a request for continued listing. Shares of Autodesk common stock will continue trading on the Nasdaq pending the Panel's decision.

About Autodesk

Autodesk, Inc. is a Fortune 1000 company, wholly focused on ensuring that great ideas are turned into reality. With seven million users, Autodesk is the world's leading software and services company for the manufacturing, infrastructure, building, media and entertainment, and wireless data services fields. Autodesk's solutions help customers create, manage and share their data and digital assets more effectively. As a result, customers turn ideas into competitive advantage, become more productive, streamline project efficiency and maximize profits.

Founded in 1982, Autodesk is headquartered in San Rafael, California. For additional information about Autodesk, please visit www.autodesk.com.

The Autodesk logo is displayed in a large, bold, black sans-serif font. The word "Autodesk" is followed by a registered trademark symbol (®).