

Securities and Exchange Commission
Washington, DC 20549

Report by issuer of securities quoted on The Nasdaq Stock MarketSM, filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and Rule 13a-17 or 15d-17 thereunder.

EXACT NAME OF ISSUER AS SPECIFIED IN CHARTER: AUTODESK, INC.

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 2320 Marinship Way, Sausalito, CA 94965

ISSUER'S TELEPHONE NUMBER (INCLUDING AREA CODE): (415) 332-2344

I. Change in Number of Shares Outstanding

Indicate any change (increase or decrease) of five percent or more in the number of shares outstanding:

- 1. Title of security Common Stock
- 2. Number of shares outstanding before the change 23,507,000
- 3. Number of shares outstanding after the change 47,070,000
- 4. Effective date of change October 28, 1994
- 5. Method of change Two-for-one stock split

Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.) Stock dividend

Give brief description of transaction On October 13, 1994, the stockholders

approved an amendment to the Registrant's Certificate of Incorporation. Such amendment was filed with the Delaware Secretary of State on October 14, 1994. The stock split was effected in the form of a stock dividend which was paid on October 28, 1994.

II. Change in Name of Issuer

- 1. Name prior to change
- 2. Name after change
- 3. Effective date of charter amendment changing name
- 4. Date of shareholder approval of change, if required

11/1/94	/s/ Sandra D. Marin	Sandra D. Marin, Vice President,
DATE	OFFICER'S SIGNATURE AND TITLE	General Counsel and Corporate Secretary