## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number 3235-0287 Estimated average burden hours per response:

0 5

Check this box if no longer subject to Section 16. Form 4

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										0.0
1. Name and Address of Reporting Person <sup>*</sup> BASS CARL					2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC</u> [ ADSK ]							tionship of Reporting F all applicable) Director Officer (give title	10% Own		er ecify below)
(Last) 111 MCINNIS PARKW	(First)	(Mi	idle)		3. Date of Ear 03/10/2005	liest Transaction (Mon	nth/Day/Yea	r)				,	rating Officer		
(Street) SAN RAFAEL	СА	94	903		4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip	)												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3)				2. Transaction Date	2A. Deemed Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired 3, 4 and 5)	d (A) or Dispos	ed Of (D) (Instr.	Beneficially Owned		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr.	
				(Month/Day/Yea	r) if any (Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	4)	
Common Stock												13,650(1)(3	2)	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.         2. Conversion         3. Transaction Date         3A. Deemed Execution Date,         4. Transa (Instr. 8)			4. Transac (Instr. 8)		lumber of Derivative urities Acquired (A) or		6. Date Exercisable and Expiration Date 7. Title and Amount Derivative Security			mount of Securities Underlying curity (Instr. 3 and 4)		9. Number derivative		11. Nature of Indirect Beneficial	

	or Exercise Price of Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)			Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)				Security (Instr. 5)		(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
	County			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Incentive Stock Option (right to buy)	\$30.15	03/10/2005		Α		3,316		03/10/2009 <sup>(3)</sup>	03/10/2012	Common Stock	3,316	\$ <mark>0</mark>	3,316	D	
Non-Qualified Stock Option (right to buy)	\$30.15	03/10/2005		A		246,684		03/10/2006 <sup>(4)</sup>	03/10/2012	Common Stock	246,684	\$0	246,684	D	

Explanation of Responses:

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
 Includes shares acquired in September 2004 pursuant to the Issuer's Employee Stock Purchase Plan.
 The option vests over a 4-year period beginning on March 10, 2005 at the rate of 0 on each of the first, second and third anniversaries, and 53,184 on the fourth anniversary.
 The option vests over a 4-year period beginning on March 10, 2005 at the rate of 62,500 on each of the first, second and third anniversaries, and 59,184 on the fourth anniversary.

Andrew Chew, Attorney-in-fact for Carl Bass 03/14/2005 \*\* Signature of Reporting Person Date

\*\* If the form is filed by more than one reporting person, see instruction 4 (b)(v).
 \*\* If there 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.

POWER OF ATTORNEY

POWER OF ATTORNEY The undersigned, as a Section 16 reporting person of Autodesk, Inc. (the "Company"), hereby constitutes and appoints Nancy Thiel and Andrew Chew and eac 1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be re 2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the ur IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of February, 2005.

/s/ Carl Bass Printed Name: Carl Bass