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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)

November 18, 2004

Autodesk, Inc.
(Exact name of registrant as specified in its charter)

Delaware	000-14338	94-2819853
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(State or other jurisdiction of incorporation)	(Commission File Number)	(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)

(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 8.01. Other Events

On November 18, 2004, Autodesk, Inc. issued a press release announcing that its board of directors has declared a 2-for-1 stock split on its common stock in the form of a stock dividend to be paid on December 20, 2004 to stockholders of record as of the close of business on December 6, 2004.

In addition, Autodesk announced that it will discontinue its quarterly cash dividend effective after the dividend for the fourth quarter of fiscal 2005 in March 2005.

A copy of the press release announcing the stock split and the discontinuation of Autodesk's quarterly cash dividend is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

Exhibit No.	Description
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99.1

Press Release, dated as of November 18, 2004, entitled
"Autodesk Announces 2-for-1 Stock Split; Plans to Discontinue
Cash Dividend."

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/ Alfred J. Castino

Alfred J. Castino
Senior Vice President and
Chief Financial Officer

Date: November 18, 2004

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release, dated as of November 18, 2004, entitled "Autodesk Announces 2-for-1 Stock Split; Plans to Discontinue Cash Dividend."

Autodesk Announces 2-for-1 Stock Split

Plans to Discontinue Cash Dividend

SAN RAFAEL, Calif., Nov. 18 /PRNewswire-FirstCall/ -- Autodesk Inc. (Nasdaq: ADSK), a global software and services company today announced that its board of directors has declared a 2-for-1 stock split on its common stock. The primary purpose of the stock split is to provide greater liquidity and wider distribution for stockholders and to allow the stock to be more accessible and attractive to a broader range of investors. The 2-for-1 split will be effected as a stock dividend. Stockholders as of the close of business on December 6, 2004, will be issued one additional share for each share of common stock held on the record date, with a payment date of December 20, 2004. The stock split will increase the number of shares outstanding from approximately 114 million shares to approximately 228 million shares.

In addition, the company announced that it will discontinue its \$0.03 per share quarterly dividend. The company believes that shareholder interests will be better served by eliminating the payment. Autodesk's dividend currently yields 0.2 percent. Dividend payments will cease after the payment in March 2005.

"Autodesk performance has been outstanding," said Carol Bartz, Autodesk chairman and CEO. "We believe we have opportunities to continue to drive revenues with growth initiatives, including continued migration to our 3D products and increasing adoption of our lifecycle management solutions. The stock split recognizes our strong performance and our confidence in the future."

Safe Harbor Statement

This press release contains forward-looking statements regarding our future opportunities, performance and growth initiatives that involve risks and uncertainties. Factors that could cause actual results to differ materially include the following: general market and business conditions, failure to achieve sufficient sell-through in our channels for new or existing products, failure of key new applications to achieve anticipated levels of customer acceptance, pricing pressure, failure to achieve anticipated cost reductions, delays in the release of new products and services, failure to achieve continued success in technology advancements, changes in accounting rules, particularly related to stock option expensing, changes in foreign currency rates, failure to successfully integrate new or acquired businesses, financial and business condition of our reseller and distribution channels, renegotiation or termination of royalty or intellectual property arrangements, failure to achieve continued migration from our 2D products to our 3D products, and failure to grow lifecycle management or collaboration products.

Further information on potential factors that could affect the financial results of Autodesk are included in the company's report on Form 10-K for the year ended January 31, 2004, and Form 10-Q for the quarter ended July 31, 2004, which are on file with the Securities and Exchange Commission.

About Autodesk

Autodesk, Inc. is wholly focused on ensuring that great ideas are turned into reality. With six million users, Autodesk is the world's leading software and services company for the building, manufacturing, infrastructure, digital media, 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 by becoming more productive, streamlining project efficiency, and maximizing profits.

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

CONTACT:

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SOURCE Autodesk, Inc.

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/Web site: <http://www.autodesk.com/>

(ADSK)

CO: Autodesk, Inc.
ST: California

IN: CPR STW
SU: DIV