

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	
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1. Name and Address of Reporting Person* BEVERIDGE CRAWFORD W			2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
111 MCINNIS PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year) 03/04/2004			
(Street)	(City)	(State)	(Zip)			
SAN RAFAEL	CA	94903				

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	03/02/2004		M		20,000	A	\$13.9375	29,113 ⁽¹⁾	D	
Common Stock	03/02/2004		S		2,100	D	\$28.45	27,013 ⁽¹⁾	D	
Common Stock	03/02/2004		S		300	D	\$28.452	26,713 ⁽¹⁾	D	
Common Stock	03/02/2004		S		500	D	\$28.453	26,213 ⁽¹⁾	D	
Common Stock	03/02/2004		S		1,000	D	\$28.455	25,213 ⁽¹⁾	D	
Common Stock	03/02/2004		S		4,000	D	\$28.55	21,213 ⁽¹⁾	D	
Common Stock	03/02/2004		S		1,000	D	\$28.555	20,213 ⁽¹⁾	D	
Common Stock	03/02/2004		S		1,000	D	\$28.61	19,213 ⁽¹⁾	D	
Common Stock	03/02/2004		S		1,600	D	\$28.62	17,613 ⁽¹⁾	D	
Common Stock	03/02/2004		S		400	D	\$28.63	17,213 ⁽¹⁾	D	
Common Stock	03/02/2004		S		300	D	\$28.64	16,913 ⁽¹⁾	D	
Common Stock	03/02/2004		S		4,000	D	\$28.65	12,913 ⁽¹⁾	D	
Common Stock	03/02/2004		S		2,000	D	\$28.66	10,913 ⁽¹⁾	D	
Common Stock	03/02/2004		S		800	D	\$28.68	10,113 ⁽¹⁾	D	
Common Stock	03/02/2004		S		1,000	D	\$28.686	9,113 ⁽¹⁾	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)					

Explanation of Responses:

1. The total number of shares reported as beneficially owned includes shares that were acquired pursuant to a 2-for-1 stock split that occurred on April 4, 2002, but were not reported as beneficially owned on the Reporting Person's most recent Form 4.

Remarks:

This Form 4A reflects the correct Transaction Dates of 03/02/2004 in Table 1, Column 2. In addition, Column 5, the Amount of Securities Beneficially Owned Following Reported Transactions, has also been corrected.

Nancy R. Thiel, Attorney-in-fact for Crawford W. Beveridge 03/26/2004

** Signature of Reporting Person Date

* 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.

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.