SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] **Bradshaw Christopher** (Last) (First) (Middle) **111 MCINNIS PARKWAY** (Street) **SAN RAFAEL CA 94903** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **AUTODESK INC** [**ADSK**] 3. Date of Earliest Transaction (Month/Day/Year) 03/12/2010 4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Sr VP, Chief Marketing Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

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	03/12/2010		M		5,236	A	$7.85	32,183	D	
Common Stock	03/12/2010		M		2,894	A	$7.425	35,077	D	
Common Stock	03/12/2010		S		8,130	D	$29.19[3]	26,947	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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$7.85	03/12/2010		M			5,236	04/11/2006[1]	04/11/2013	Common Stock	5,236	$0	0	D	
Incentive Stock Option (right to buy)	$7.425	03/12/2010		M			2,894	05/23/2007[2]	05/23/2013	Common Stock	2,894	$0	0	D	

Explanation of Responses:

1. The option vests over a 3-year period beginning on April 11, 2003, at the rate of 10,000 shares on the first anniversary, and 5,236 shares on the second and third anniversaries.
2. The option vests over a 4-year period beginning on May 23, 2003 at the rate of 0 shares on each of the first, second and third anniversaries, and 2,894 shares on the fourth anniversary.
3. All trades occurred within the following one dollar price range: $29.17 through $29.22. The reported price is the weighted average for trades within this range.

Nancy R. Thiel, Attorney-in-Fact for Christopher Bradshaw   03/15/2010

** Signature of Reporting Person   Date