Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

1. Name and Address of Reporting Person*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

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

2. Issuer Name and Ticker or Trading Symbol

Bradshaw Christopher					AUTODESK INC [ADSK]									(Ch	eck all applic Directo	or		10% Owner	
(Last)	(F NNIS PAR	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/12/2010									X Officer (give title below) Other (specify below) Sr VP, Chief Marketing Officer				
(Street) SAN RA (City)			94903 (Zip)		4. If Amendment, Date of				of Origi	of Original Filed (Month/Day/Year)				Line	e) <mark>X</mark> Form fi Form fi	ridual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Oity)				n-Deriv	vativ	e Se	curit	ies A	cauire	d. Di	sposed	of.	or Bei	neficial	ly Owned	<u> </u>			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		ur) i	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Tran Cod	3. Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4		(A) or	5. Amou Securitie Benefici Owned I	unt of ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
										e v	Amount		(A) or (D)	Price	Transac	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common Stock				03/12	/2010	2010		M		5,23	6	A	\$7.85	32	32,183		D		
Common Stock		03/12	03/12/2010				M		2,89	2,894		\$7.42	5 35	,077		D			
Common	ommon Stock		03/12	2/2010						8,13	8,130		\$29.19	(3) 26	,947		D		
		-	Table II								posed c				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	n Date,		i. Transaction Code (Instr.		5. Number 6		6. Date Exercis. Expiration Date (Month/Day/Yea		S .	7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactie (Instr. 4)	Ownersh Form: Direct (D or Indire (I) (Instr.	Ownership	Beneficial Ownership t (Instr. 4)
					Code		(A)	(D)	Date Exercis	able	Expiratio Date		Γitle	Amount or Number of Shares	ber				
Non- Qualified Stock Option (right to buy)	\$7.85	03/12/2010			М			5,236	04/11/2	006 ⁽¹⁾	04/11/201	.3	Common Stock	5,236	\$0	0		D	
Incentive Stock Option	\$7.425	03/12/2010		Ì	M			2,894	05/23/2	007 ⁽²⁾	05/23/201	.3	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

** Signature of Reporting Person

03/15/2010

Date

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

- * 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.