FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) AUTODESK INC [ADSK] Petit Marc Director 10% Owner Officer (give title Other (specify below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) 08/06/2007 Sr. VP, M&E 111 MCINNIS PARKWAY 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) **SAN RAFAEL** CA 94903 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 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 7. Nature of 1. Title of Security (Instr. 3) 5. Amount of 6. Ownership **Execution Date** Transaction Disposed Of (D) (Instr. 3, 4 and 5) Securities Form: Direct Indirect Beneficially
Owned Following (Month/Day/Year) (D) or Indirect Beneficial Code (Instr. (Month/Day/Year) 8) (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) (Instr. 3 and 4) v Price Code Amount Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3A. Deemed Execution Date, 6. Date Exercisable and Expiration Date 3. Transaction 5. Number of 7. Title and Amount 8. Price of 9. Number of 11. Nature Conversion Transaction Ownership Derivative derivative Derivative of Indirect Security or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Securities (Month/Day/Year) Underlying Derivative Security Security Securities Form: Beneficial (Instr. 5) (Instr. 3) Acquired (A) or Beneficially Direct (D) Ownership Disposed of (D) (Instr. 3, 4 and 5) Derivative (Instr. 3 and 4) Owned Following or Indirect (Instr. 4) Security (I) (Instr. 4) Reported Transaction(s) Amount (Instr. 4) Number Date **Expiration** ν (D) Title (A) Incentive Stock Common \$6.44 08/06/2007 $D^{(1)}$ 15,000 11/11/2006(2) 11/11/2012 15,000 \$<mark>0</mark> 0 D Stock (right to buy) Qualified Stock A⁽¹⁾ \$7.605 08/06/2007 15,000 11/11/2006(2) 15,000 15,000 D 11/11/2012 \$<mark>0</mark> Option Stock (right to Incentive Stock Commor **D**⁽¹⁾ Option \$9.7 08/06/2007 11/20/2007(3) 11/20/2013 3,750 \$<mark>0</mark> 0 D (right to buy) Qualified Stock Common A⁽¹⁾ \$11.265 08/06/2007 3,750 11/20/2007(3) 11/20/2013 3,750 \$<mark>0</mark> 3,750 D Ontion Stock (right to buy) Non-Qualified Stock \$9.7 08/06/2007 $D^{(1)}$ 11/20/2006(4) 11/20/2013 3,750 \$<mark>0</mark> 0 D Option Stock (right to buy) Non-Qualified Stock A⁽¹⁾ Commor $11/20/2006^{\tiny{\scriptsize{(4)}}}$ \$11.265 08/06/2007 3,750 11/20/2013 3,750 \$0 3,750 D Option Stock (right to buy) Incentive Stock $D^{(1)}$ 02/09/2007(5) 9,434 Option \$13,405 08/06/2007 9,434 02/09/2014 \$0 0 D Stock (right to buy) Non-Qualified Stock **A**⁽¹⁾ Commor 02/09/2007⁽⁵⁾ \$13,835 08/06/2007 9,434 02/09/2014 9,434 \$0 9,434 D Option Stock (right to buy)

	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) 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)	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		(Instr. 4)		
Non- Qualified Stock Option (right to buy)	\$13.405	08/06/2007		D ⁽¹⁾			13,066	02/09/2006 ⁽⁶⁾	02/09/2014	Common Stock	13,066	\$0	0	D	
Non- Qualified Stock Option (right to buy)	\$13.835	08/06/2007		A ⁽¹⁾		13,066		02/09/2006 ⁽⁶⁾	02/09/2014	Common Stock	13,066	\$0	13,066	D	

Explanation of Responses:

- 1. The reported transactions involved an amendment of an outstanding option resulting in a deemed cancellation of the old option and a grant of a replacement option. See the current report on Form 8-K filed with the SEC by Autodesk, Inc. on July 27, 2007 for more information.
- $2. \ The \ option \ vests \ in \ four \ equal \ annual \ installments \ of \ 15,000 \ shares \ each \ beginning \ on \ November \ 11, \ 2002.$
- 3. The option vests over a 4-year period beginning on November 20, 2003, at the rate of 0 on each of the first, second and third year anniversaries, and 3,750 shares on the fourth year anniversary.
- $4. \ The \ option \ vests \ in \ three \ equal \ annual \ installments \ of \ 3,750 \ shares \ each \ beginning \ on \ November \ 20, \ 2003.$
- 5. The option vests over a 4-year period beginning on February 9, 2004, at the rate of 0 shares on each of the first and second year anniversaries, 1,976 shares on the third year anniversary, and 7,458 shares on the
- 6. The option vests over a 4-year period beginning on February 9, 2004, at the rate of 7,500 shares on each of the first and second year anniversaries, 5,524 shares on the third year anniversary, and 42 shares on the fourth year anniversary.

Diane Cree, Attorney-in-Fact 08/08/2007 for Marc Petit

** Signature of Reporting Person

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.

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