

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 1

Autodesk, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

052769106

(CUSIP Number)

CUSIP NO.
052769106

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a) _____
(b) _____

3. SEC Use Only

4. Citizenship or place of Organization

New York

Number of Shares Beneficially Owned By Each Reporting Person With

5.	Sole Voting Power
	0

6.	Shared Voting Power
	51,144

7.	Sole Dispositive Power
	0

8.	Shared Dispositive Power
	51,144

9. Aggregate Amount Beneficially Owned by Each Reporting Person

51,144

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.1%

12. Type of Reporting Person

BD-PN-IA

CUSIP NO.
052769106

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

The Goldman Sachs Group, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) _____
(b) _____

3. SEC Use Only

4. Citizenship or place of Organization

Delaware

Number of Shares Beneficially 5. Sole Voting Power
0

Owned By Each Reporting 6. Shared Voting Power
51,144

Person With 7. Sole Dispositive Power
0

8. Shared Dispositive Power
51,144

9. Aggregate Amount Beneficially Owned by Each Reporting Person
51,144

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
.1%

12. Type of Reporting Person

HC-PN

- Item 4. Ownership
Not applicable. The percent of the class owned as of September 30, 1997 did not exceed five percent.
- Item 5. Ownership of Five Percent or Less of a Class.
If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following X .
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- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
See Exhibit (99.2) as previously reported.
- Item 10. Certification.
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true,
complete and correct.

Date: October 10, 1997

THE GOLDMAN SACHS GROUP, L.P.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact