

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Bhatt Jay</u> (Last) (First) (Middle) <u>111 MCINNIS PARKWAY</u> (Street) <u>SAN RAFAEL CA 94903</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC [ADSK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, AEC</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2007</u>	

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			

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
Incentive Stock Option (right to buy)	\$7.445	08/06/2007		D ⁽¹⁾			5,000	08/11/2007 ⁽²⁾	08/11/2013	Common Stock	5,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$8.105	08/06/2007		A ⁽¹⁾			5,000	08/11/2007 ⁽²⁾	08/11/2013	Common Stock	5,000	\$0	5,000	D	
Non-Qualified Stock Option (right to buy)	\$7.445	08/06/2007		D ⁽¹⁾			2,364	08/11/2006 ⁽³⁾	08/11/2013	Common Stock	2,364	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$8.105	08/06/2007		A ⁽¹⁾			2,364	08/11/2006 ⁽³⁾	08/11/2013	Common Stock	2,364	\$0	2,364	D	
Incentive Stock Option (right to buy)	\$13.405	08/06/2007		D ⁽¹⁾			7,190	02/09/2007 ⁽⁴⁾	02/09/2014	Common Stock	7,190	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$13.835	08/06/2007		A ⁽¹⁾			7,190	02/09/2007 ⁽⁴⁾	02/09/2014	Common Stock	7,190	\$0	7,190	D	
Non-Qualified Stock Option (right to buy)	\$13.405	08/06/2007		D ⁽¹⁾			2,810	02/09/2007 ⁽⁵⁾	02/09/2014	Common Stock	2,810	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$13.835	08/06/2007		A ⁽¹⁾			2,810	02/09/2007 ⁽⁵⁾	02/09/2014	Common Stock	2,810	\$0	2,810	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				
Incentive Stock Option (right to buy)	\$16.42	08/06/2007		D ⁽¹⁾			2,008	04/05/2008 ⁽⁶⁾	04/05/2014	Common Stock	2,008	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$17.525	08/06/2007		A ⁽¹⁾			2,008	04/05/2008 ⁽⁶⁾	04/05/2014	Common Stock	2,008	\$0	2,008	D	
Non-Qualified Stock Option (right to buy)	\$16.42	08/06/2007		D ⁽¹⁾			11,492	04/05/2006 ⁽⁷⁾	04/05/2014	Common Stock	11,492	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$17.525	08/06/2007		A ⁽¹⁾			11,492	04/05/2006 ⁽⁷⁾	04/05/2014	Common Stock	11,492	\$0	11,492	D	
Non-Qualified Stock Option (right to buy)	\$18.185	08/06/2007		D ⁽¹⁾			30,000	08/13/2006 ⁽⁸⁾	08/13/2014	Common Stock	30,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.89	08/06/2007		A ⁽¹⁾			30,000	08/13/2006 ⁽⁸⁾	08/13/2014	Common Stock	30,000	\$0	30,000	D	

Explanation of Responses:

- 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.
- The option vests over a 4-year period beginning on August 11, 2003, at the rate of 0 shares on the first year anniversary, 2,636 shares on each of the second and third year anniversaries, and 5,000 on the fourth year anniversary.
- The option vests over a 3-year period beginning on August 11, 2003, at the rate of 5,000 shares on the first year anniversary, 2,364 shares on each of the second and third year anniversaries.
- 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, 2,190 shares on the third year anniversary, and 5,000 on the fourth year anniversary.
- The option vests over a 3-year period beginning on February 9, 2004, at the rate of 5,000 shares on each of the first and second year anniversaries, and 2,810 shares on the third year anniversary.
- The option vests over a 4-year period beginning on April 5, 2004, at the rate of 0 shares on each of the first, second and third year anniversaries, and 2,008 on the fourth year anniversary.
- The option vests over a 4-year period beginning on April 5, 2004, at the rate of 5,000 shares on each of the first, second and third year anniversaries, and 2,992 on the fourth year anniversary.
- The option vests in four equal annual installments of 10,000 shares each beginning on August 13, 2004.

Diane Cree, Attorney-in-Fact
for Jay Bhatt 08/06/2007

** 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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