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Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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] **Bhatt Jay** Director 10% Owner Officer (give title Other (specify Х below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) (Last) (First) 08/06/2007 Sr. VP, AEC 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 Х 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 Ownership Date 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 if any 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 10. Conversion Transaction Ownership Derivative derivative Date Derivative of Securities of Indirect Security or Exercise (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Securities (Month/Day/Year) Underlying Derivative Security Security (Instr. 5) Securities Form: Beneficial 8) (Instr. 3) Price of 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 of v (D) Title Shares Code (A) Exercisable Date Incentive Stock Commor Option \$7.445 08/06/2007 **D**⁽¹⁾ 5,000 08/11/2007⁽²⁾ 08/11/2013 5,000 \$<mark>0</mark> 0 D Stock (right to buy) Non Qualified Stock **A**⁽¹⁾ \$8.105 08/06/2007 5,000 08/11/2007⁽²⁾ Commoi 5,000 \$<mark>0</mark> 5,000 D 08/11/2013 Option Stock (right to buy) Non Qualified Stock Commor \$7.445 08/06/2007 **D**⁽¹⁾ 08/11/2006⁽³⁾ 08/11/2013 2,364 \$<mark>0</mark> 0 D 2.364 Option Stock (right to buy) Non Qualified Stock **A**⁽¹⁾ \$8.105 08/06/2007 2.364 08/11/2006⁽³⁾ 08/11/2013 2,364 \$<mark>0</mark> 2,364 D Option Stock (right to buy) Incentive Stock **D**⁽¹⁾ Commor \$13.405 08/06/2007 02/09/2007⁽⁴⁾ 7,190 0 D Option 7,190 02/09/2014 \$<mark>0</mark> Stock (right to buy) Non-Qualified Stock **A**⁽¹⁾ Commor 02/09/2007⁽⁴⁾ \$13,835 08/06/2007 7,190 02/09/2014 7,190 \$<mark>0</mark> 7,190 D Option Stock (right to buy) Non-Oualified Stock Commor **D**⁽¹⁾ 02/09/2007⁽⁵⁾ \$13,405 08/06/2007 2.810 02/09/2014 2.810 \$<mark>0</mark> 0 D Option Stock (right to buy) Non Qualified Stock Common A⁽¹⁾ \$13.835 08/06/2007 2,810 02/09/2007⁽⁵⁾ 02/09/2014 2,810 \$<mark>0</mark> 2,810 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)	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) Code (Instr. 9) Code (Instr.		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)		
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:

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 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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

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

 \ast 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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