AUTODESK INC Form 4 April 05, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STERLING MARCIA K			2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
111 MCINNIS PARKWAY			(Month/Day/Year)	Director 10% Owner			
			04/04/2005	_X_ Officer (give title Other (specify below) Sr. VP Gen Counsel, Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN RAFAEL	, CA 94903	i	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit for Dispos (Instr. 3, 4	ed of (5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/04/2005		M	17,716	A	\$ 8.1407	42,846 (1) (3)	D	
Common Stock	04/04/2005		S(2)	4,716	D	\$ 31.18	38,130 (1) (3)	D	
Common Stock	04/04/2005		S(2)	3,000	D	\$ 30.87	35,130 (1) (3)	D	
Common Stock	04/04/2005		S(2)	4,000	D	\$ 30.49	31,130 (1) (3)	D	
Common Stock	04/04/2005		S(2)	3,000	D	\$ 30.4	28,130 (1) (3)	D	

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Common Stock $S_{(2)}^{(2)} = 3,000$ D \$ 30.22 25,130 $\frac{(1)}{(3)}$ D

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

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SEC 1474

(9-02)

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 conderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amot Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 8.1407	04/04/2005		M	17,716	03/20/2005	03/20/2011	Common Stock	17

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STERLING MARCIA K 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903

Sr. VP Gen Counsel, Secretary

Signatures

Nancy R. Thiel, Attorney-in-fact for Marcia K. Sterling 04/05/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The total number of shares reported as beneficially owned includes shares that reflect the 2-for-1 stock split payable on December 20, 2004 to shareholders of record on December 6, 2004.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2004.

Reporting Owners 2

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(3) Includes shares acquired in March 2005 pursuant to the Issuer's Employee Stock Purchase Plan.

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