AUTODESK INC

Form 4

November 16, 2007

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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 30(h) of the Investment Company Act of 1940

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BARTZ CAROL			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	(Check all applicable)		
111 MCINNIS PARKWAY		Y	(Month/Day/Year) 11/14/2007	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Executive Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN RAFAEI	., CA 94903		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqui	ired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/14/2007		S <u>(1)</u>	3,931	D	\$ 47.85	1,064,274	D	
Common Stock	11/14/2007		S(1)	400	D	\$ 47.845	1,063,874	D	
Common Stock	11/14/2007		S(1)	1,200	D	\$ 47.84	1,062,674	D	
Common Stock	11/14/2007		S(1)	800	D	\$ 47.79	1,061,874	D	
Common Stock	11/14/2007		S <u>(1)</u>	1,107	D	\$ 47.78	1,060,767	D	

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Common Stock	11/14/2007	S <u>(1)</u>	600	D	\$ 47.71	1,060,167	D
Common Stock	11/14/2007	S <u>(1)</u>	100	D	\$ 47.7	1,060,067	D
Common Stock	11/14/2007	S <u>(1)</u>	900	D	\$ 47.69	1,059,167	D
Common Stock	11/14/2007	S <u>(1)</u>	700	D	\$ 47.68	1,058,467	D
Common Stock	11/14/2007	S <u>(1)</u>	300	D	\$ 47.67	1,058,167	D
Common Stock	11/14/2007	S <u>(1)</u>	800	D	\$ 47.66	1,057,367	D
Common Stock	11/14/2007	S <u>(1)</u>	400	D	\$ 47.65	1,056,967	D
Common Stock	11/14/2007	S <u>(1)</u>	700	D	\$ 47.64	1,056,267	D
Common Stock	11/14/2007	S <u>(1)</u>	1,098	D	\$ 47.63	1,055,169	D
Common Stock	11/14/2007	S <u>(1)</u>	800	D	\$ 47.62	1,054,369	D
Common Stock	11/14/2007	S <u>(1)</u>	700	D	\$ 47.61	1,053,669	D
Common Stock	11/14/2007	S <u>(1)</u>	2,902	D	\$ 47.6	1,050,767	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	• •	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative		•		Securities	8	(Instr. 3 and 4)		Own
	Security				Acquired		· ·		Follo
	•				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				Ì
					4, and 5)				
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
BARTZ CAROL							
111 MCINNIS PARKWAY	X		Executive Chairman				
SANRAFAFI CA 94903							

Signatures

Nancy R. Thiel, Attorney-in-Fact for Carol Bartz

11/16/2007

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2007.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on the Form 4 dated 11/16/2007 for Ms. Bartz, the additional lin Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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