

AUTODESK INC

Form 4

May 26, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER JAN

(Last) (First) (Middle)

111 MCINNIS PARKWAY

(Street)

SAN RAFAEL, CA 94903

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AUTODESK INC [ADSK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr VP, Human Res, Corp RE

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	05/24/2005		M	33,952 A	\$ 11.0938 40,887 (1) (3)	D	
Common Stock	05/24/2005		S	10,585 D	\$ 36.36 30,302 (1) (3)	D	
Common Stock	05/24/2005		S	1,900 D	\$ 36.37 28,402 (1) (3)	D	
Common Stock	05/24/2005		S	1,300 D	\$ 36.38 27,102 (1) (3)	D	
Common Stock	05/24/2005		S	2,300 D	\$ 36.39 24,802 (1) (3)	D	

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Common Stock	05/24/2005	S	2,400	D	\$ 36.4	22,402	(1) (3)	D
Common Stock	05/24/2005	S	300	D	\$ 36.41	22,102	(1) (3)	D
Common Stock	05/24/2005	S	2,600	D	\$ 36.42	19,502	(1) (3)	D
Common Stock	05/24/2005	S	1,300	D	\$ 36.43	18,202	(1) (3)	D
Common Stock	05/24/2005	S	100	D	\$ 36.44	18,102	(1) (3)	D
Common Stock	05/24/2005	S	100	D	\$ 36.45	18,002	(1) (3)	D
Common Stock	05/24/2005	S	6,000	D	\$ 36.46	12,002	(1) (3)	D
Common Stock	05/24/2005	S	400	D	\$ 36.47	11,402	(1) (3)	D
Common Stock	05/24/2005	S	656	D	\$ 36.48	10,946	(1) (3)	D
Common Stock	05/24/2005	S	4,011	D	\$ 36.49	6,935	(1) (3)	D
Common Stock	05/24/2005	M	42,395	A	\$ 7.4219	49,330	(1) (3)	D
Common Stock	05/24/2005	S	42,395	D	\$ 36.75	6,935	(1) (3)	D
Common Stock	05/25/2005	M	7,605	A	\$ 7.4219	14,540	(1) (3)	D
Common Stock	05/25/2005	S	7,505	D	\$ 36.75	7,035	(1) (3)	D
Common Stock	05/25/2005	S	100	D	\$ 36.81	6,935	(1) (3)	D

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

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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Ar Underlying Se (Instr. 3 and 4)
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	Derivative Security		Code	V	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Non-Qualified Stock Option (right to buy)	\$ 11.0938	05/24/2005	M			33,952	03/30/2004	03/30/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.4219	05/24/2005	M			42,395	09/14/2004 ⁽²⁾	09/14/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.4219	05/25/2005	M			7,605	09/14/2004 ⁽²⁾	09/14/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER JAN 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903			Sr VP, Human Res, Corp RE	

Signatures

Nancy R. Thiel, Attorney-in-fact for Jan
Becker

05/26/2005

__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) Includes shares acquired in March 2005 pursuant to the Issuer's Employee Stock Purchase Plan.
- (2) The option vests in four equal annual installments of 60,000 shares beginning on September 14, 2000.
- (3) 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.

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