AUTODESK INC
Form 4
March 23, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STERLING MARCIA K

(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)
03/21/2005

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 Gen Counsel, Secretary

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/21/2005		S (2)		300	D	$ 28.87	28,310 (1)	D	
Common Stock	03/21/2005		S (2)		500	D	$ 28.85	27,810 (1)	D	
Common Stock	03/21/2005		S (2)		300	D	$ 28.76	27,510 (1)	D	
Common Stock	03/21/2005		S (2)		200	D	$ 28.71	27,310 (1)	D	
Common Stock	03/21/2005		S (2)		300	D	$ 28.69	27,010 (1)	D	

Common Stock	03/21/2005		S(2)	800	D	$ 28.68	26,210 (1)	D
Common Stock	03/21/2005		S(2)	300	D	$ 28.66	25,910 (1)	D
Common Stock	03/21/2005		S(2)	200	D	$ 28.65	25,710 (1)	D
Common Stock	03/21/2005		S(2)	200	D	$ 28.64	25,510 (1)	D
Common Stock	03/21/2005		S(2)	200	D	$ 28.61	25,310 (1)	D
Common Stock	03/21/2005		S(2)	300	D	$ 28.59	25,010 (1)	D
Common Stock	03/21/2005		S(2)	115	D	$ 28.57	24,895 (1)	D
Common Stock	03/21/2005		S(2)	285	D	$ 28.56	24,610 (1)	D

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

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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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	03/23/2005
**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.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2005.

Remarks:

Due to a limitation of only 30 allowable line items in Table 1 on the Form 4 dated 03/23/2005 for Ms. Sterling, the additional

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