

AUTODESK INC
 Form 3
 March 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Di Fronzo Pascal W		(Month/Day/Year)	AUTODESK INC [ADSK]	
(Last)	(First)	(Middle)	03/22/2007	
111 MCINNIS PARKWAY		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
SAN RAFAEL,Â CAÂ 94903		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Sr. VP, Gen'l Counsel & Secy	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,002	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	08/11/2004 ⁽¹⁾	08/11/2013	Common Stock	2,310	\$ 7.445	D	Â
Non-Qualified Stock Option (right to buy)	05/14/2005 ⁽²⁾	05/14/2014	Common Stock	6,600	\$ 17.365	D	Â
Non-Qualified Stock Option (right to buy)	02/10/2006 ⁽³⁾	02/10/2012	Common Stock	8,500	\$ 29.37	D	Â
Non-Qualified Stock Option (right to buy)	04/14/2006 ⁽⁴⁾	04/14/2012	Common Stock	20,000	\$ 31.67	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2007 ⁽⁵⁾	03/09/2012	Common Stock	40,000	\$ 38	D	Â
Non-Qualified Stock Option (right to buy)	12/13/2007 ⁽⁶⁾	12/13/2012	Common Stock	30,000	\$ 41.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Di Fronzo Pascal W 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â Sr. VP, Gen'l Counsel & Secy	Â

Signatures

Nancy R. Thiel, Attorney-in-fact for Pascal W. Di Fronzo
03/30/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 option vests over a 3-year period beginning on 8/11/2003 at the rate of 2,380 shares on the first anniversary and 2,310 shares on each of the second and third anniversaries.
- (2) The option vests over a 3-year period beginning on 5/14/2004 at the rate of 3,400 shares on the first anniversary and 3,300 shares on each of the second and third anniversaries.
- (3) The option vests over a 3-year period beginning on 2/10/2005 at the rate of 2,890 shares on the first anniversary and 2,805 shares on each of the second and third anniversaries.
- (4) The option vests in four equal annual installments of 5,000 shares beginning on 4/14/2005.
- (5) The option vests in four equal annual installments of 10,000 shares beginning on 3/9/2006.
- (6) The option vests in four equal annual installments of 7,500 shares beginning on 12/13/2006.

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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