AUTODESK INC Form 4 August 06, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 1(b).

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Last)

1. Name and Address of Reporting Person * DAWSON J HALLAM

(First)

(Middle)

111 MCINNIS PARKWAY

(Street)

(Month/Day/Year) 08/06/2007

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol

AUTODESK INC [ADSK]

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

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

SAN RAFAEL, CA 94903

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

> (Month/Day/Year) Execution Date, if any

(Month/Day/Year)

Transaction(A) or Disposed of Code (Instr. 8)

(D)

(Instr. 3, 4 and 5)

Amount

(A)

4. Securities Acquired 5. Amount of

Beneficially Owned Following Reported

Securities

Transaction(s) (Instr. 3 and 4)

Price

Indirect (I) (Instr. 4)

(D) or

Form: Direct Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

Common Stock

Security

(Instr. 3)

08/06/2007

Code V

3,318

(D)

52,566

D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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)	Code	5. Number sion 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award (right to buy)	\$ 0.01	08/06/2007		M		3,318	07/06/2007	10/04/2007	Common Stock	3,318

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DAWSON J HALLAM 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	X						

Signatures

Diane Cree, Attorney-in-Fact for J. Hallam
Dawson

08/06/2007

**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) Restricted Stock Award granted under the 2000 Directors' Option Plan in lieu of \$125,000 cash compensation for services as a director. 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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