

Miller Andrew
Form 3
March 17, 2005

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 Miller Andrew		(Month/Day/Year)	AUTODESK INC [ADSK]	
(Last)	(First)	(Middle)	03/10/2005	
111 MCINNIS PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN RAFAEL,Â CAÂ 94903			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Finance, CAO & Controller	

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	0	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)	
Incentive Stock Option (right to buy)	06/03/2004 ⁽¹⁾	06/03/2013	Common Stock	40,812	\$ 7.35	D	Â
Non-Qualified Stock Option (right to buy)	06/03/2004 ⁽²⁾	06/03/2013	Common Stock	19,188	\$ 7.35	D	Â
Non-Qualified Stock Option (right to buy)	11/20/2004 ⁽³⁾	11/20/2013	Common Stock	15,000	\$ 9.7	D	Â
Incentive Stock Option (right to buy)	04/05/2005 ⁽⁴⁾	04/05/2014	Common Stock	6,090	\$ 16.42	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2005 ⁽⁵⁾	04/05/2014	Common Stock	43,910	\$ 16.42	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Andrew 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â	VP, Finance, CAO & Controller Â

Signatures

Nancy Thiel, Attorney-in-fact for Andrew Miller 03/17/2005

 **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 in four equal annual installments of 13,604 shares beginning on 06/03/2003.
- (2) The option vests in four equal annual installments of 6,396 shares beginning on 06/03/2003.
- (3) The option vests in four equal annual installments of 5,000 shares beginning on 11/20/2003.
- (4) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 0 shares on each of the first, second and third anniversaries, and 6,090 shares on the fourth anniversary.
- (5) The option vests over a 4-year period beginning on 04/05/2004 at the rate of 12,500 shares on each of the first, second and third anniversaries, and 6,410 shares on the fourth anniversary.

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.