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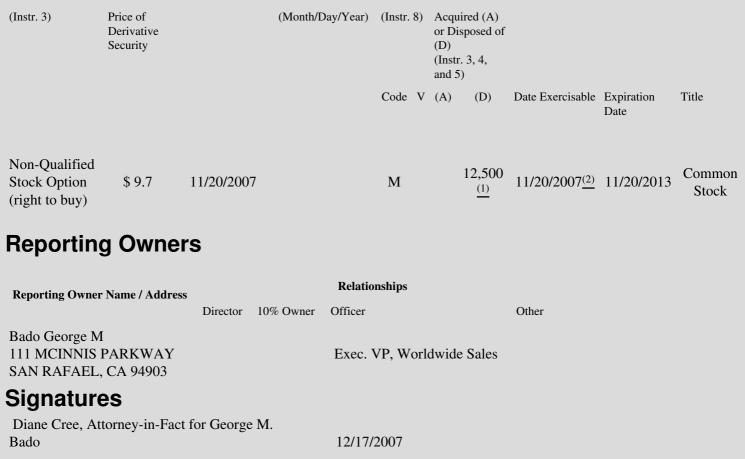
AUTODES Form 4/A									
Check t if no lot subject Section Form 4 Form 5 obligati may cot See Inst 1(b).	A 4 UNITED his box to 16. or Section 17	Wa F CHAN Section 1 Public U	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, ablic Utility Holding Company Act of 1935 or Section f the Investment Company Act of 1940					Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type	Responses)								
1. Name and Bado Geor	2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 111 MCINNIS PARKWAY			 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2007 4. If Amendment, Date Original Filed(Month/Day/Year) 11/21/2007 				Director X Officer (gi below)	eck all applicabl ive title 10% ive title 0th below) VP, Worldwide S	% Owner her (specify
SAN RAF.	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 								
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)
Reminder: Re	port on a separate lin	e for each cla	ass of sect	urities bene	•	•	or indirectly.	ection of	SFC 1474

Persons who respond to the collection of information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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**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) This amended Form 4 is being filed because the Reporting Person disposed 12,500 options instead of acquiring 12,500 options as originally reported.
- (2) The shares vest in four equal annual installments of 12,500 shares each beginning on November 20, 2003.

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.