

Strayer Pamela J  
Form 3  
September 30, 2011

**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 <b>and</b> Ticker or Trading Symbol	
Strayer Pamela J		(Month/Day/Year)	AUTODESK INC [ADSK]	
(Last)	(First)	(Middle)	09/22/2011	
AUTODESK, INC., 111			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
MCINNIS PARKWAY				
(Street)			(Check all applicable)	
SAN RAFAEL, CA 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, PAO & Corporate 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	13,753 <sup>(1)</sup>	D	
Common Stock	2,754 <sup>(2)</sup>	I	By Husband

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	06/14/2008 <sup>(3)</sup>	06/14/2013	Common Stock	5,000	\$ 45.29	D	Â
Non-Qualified Stock Option (right to buy)	12/05/2008 <sup>(3)</sup>	12/05/2013	Common Stock	5,000	\$ 48.72	D	Â
Non-Qualified Stock Option (right to buy)	04/14/2009 <sup>(3)</sup>	04/14/2015	Common Stock	1,485	\$ 31.68	D	Â
Non-Qualified Stock Option (right to buy)	09/24/2009 <sup>(4)</sup>	09/24/2015	Common Stock	7,500	\$ 33.6	D	Â
Non-Qualified Stock Option (right to buy)	02/02/2010 <sup>(5)</sup>	02/02/2016	Common Stock	7,500	\$ 16.53	D	Â
Non-Qualified Stock Option (right to buy)	03/25/2011 <sup>(6)</sup>	03/25/2017	Common Stock	15,000	\$ 29.49	D	Â
Non-Qualified Stock Option (right to buy)	03/23/2012 <sup>(7)</sup>	03/23/2021	Common Stock	8,000	\$ 41.62	D	Â
Non-Qualified Stock Option (right to buy)	06/10/2011 <sup>(8)</sup>	06/10/2017	Common Stock	6,000	\$ 27.4	I	By Husband
Non-Qualified Stock Option (right to buy)	03/23/2012 <sup>(9)</sup>	03/23/2021	Common Stock	3,400	\$ 41.62	I	By Husband

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strayer Pamela J AUTODESK, INC. 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â VP, PAO & Corporate Controller	Â

## Signatures

Nancy R. Thiel, Attorney-in-Fact for Pamela J. Strayer 09/30/2011

\_\_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) Includes 3,800 restricted stock units that will be fully vested on December 2, 2011, and 4,000 restricted stock units that vest over a 3-year period at the rate of 1,360 shares on 03/06/2012, and 1,320 shares on each of 03/06/2013 and 03/06/2014. The Reporting Person is entitled to receive one share of common stock for each restricted stock unit. In the event the Reporting Person ceases to be a Section 16 Reporting Officer before these shares are fully vested they will be forfeited to the Issuer.

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- Includes 1,750 restricted stock units that will be fully vested on December 7, 2012. The Holder is entitled to receive one share of common
- (2) stock for each restricted stock unit. In the event the Holder ceases to be a Service Provider before these shares are fully vested they will be forfeited to the Issuer.
  - (3) The option is fully vested and exercisable.
  - (4) The option vests in four equal annual installments of 3,750 shares each beginning on 09/24/2008.
  - (5) The option vests in four equal annual installments of 3,750 shares each beginning on 02/02/2009.
  - (6) The option vests in four equal annual installments of 5,000 shares each beginning on 03/25/2010.
  - (7) The option vests in four equal annual installments of 2,000 shares each beginning on 03/23/2011.
  - (8) The option vests over a 3-year period beginning on 06/10/2010 at the rate of 2,040 shares on the first anniversary and 1,980 shares on each of the second and third anniversaries.
  - (9) The option vests over a 3-year period beginning on 03/23/2011 at the rate of 1,156 shares on the first anniversary and 1,122 shares on each of the second and third anniversaries.

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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