

Blum Steven M  
 Form 3  
 March 28, 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	
Â Blum Steven M		(Month/Day/Year)	AUTODESK INC [ADSK]	
(Last)	(First)	(Middle)	03/24/2011	
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
			Sr. VP, WW Sales and Services	

**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	19,310 <sup>(9)</sup>	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)	02/10/2006 <sup>(1)</sup>	02/10/2012	Common Stock	45,000	\$ 29.37	D	Â
Non-Qualified Stock Option (right to buy)	03/09/2007 <sup>(2)</sup>	03/09/2012	Common Stock	34,000	\$ 8	D	Â
Non-Qualified Stock Option (right to buy)	06/14/2008 <sup>(3)</sup>	06/14/2013	Common Stock	65,000	\$ 45.29	D	Â
Non-Qualified Stock Option (right to buy)	03/12/2009 <sup>(4)</sup>	03/12/2014	Common Stock	50,000	\$ 32.9	D	Â
Non-Qualified Stock Option (right to buy)	02/02/2010 <sup>(5)</sup>	02/02/2016	Common Stock	55,000	\$ 16.53	D	Â
Non-Qualified Stock Option (right to buy)	03/25/2011 <sup>(6)</sup>	03/24/2017	Common Stock	60,000	\$ 29.49	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2005 <sup>(7)</sup>	04/05/2014	Common Stock	6,090	\$ 17.525	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2005 <sup>(8)</sup>	04/05/2014	Common Stock	38,910	\$ 17.525	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blum Steven M 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	Â	Â	Â Sr. VP, WW Sales and Services	Â

## Signatures

Nancy R. Thiel, Attorney-in-Fact for Steven M. Blum 03/28/2011

\_\_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) The option vests in four equal annual installments of 11,250 shares beginning on 2/10/05.
- (2) The option vests in four equal annual installments of 8,500 shares beginning on 3/9/06.
- (3) The option vests in four equal annual installments of 16,250 shares beginning on 6/14/07.
- (4) The option vests in four equal annual installments of 12,500 shares beginning on 3/12/08.
- (5) The option vests in four equal annual installments of 13,750 shares beginning on 2/2/09.
- (6) The option vests in four equal annual installments of 15,000 shares beginning on 3/25/10.
- (7) The option vests over a 4-year period beginning on 4/5/04 at the rate of 0 shares on each of the first, second and third anniversaries, and 6090 shares on the fourth anniversary.

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- (8) The option vests over a 4-year period beginning on 4/5/04 at the rate of 0 shares on each of the first and second anniversaries, and 22,500 shares on the third anniversary, and 16,410 shares on the fourth anniversary.

Includes 5,500 restricted stock units that will be fully vested on December 2, 2011, and 10,000 restricted stock units that will be fully vested on December 7, 2012. 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.

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.