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AUTODECK INC

Form 4	A IINC										
March 08, 20									0.45		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								-	3.7.3.2		
Check this box Washington, D.C. 20549								Expires:	Janua	ry 31, 2005	
if no long subject to Section 1 Form 4 c Form 5		SEC	CUR	RITIES	VNERSHIP O	F Estimate burden h response	Estimated average burden hours per response				
obligatio may com <i>See</i> Instr 1(b).	tinue. Section 17(a	a) of the Pu		Hold	ding Con	npan	y Act	nge Act of 1934 of 1935 or Sect 940			
(Print or Type	Responses)										
			2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	Aiddle) 3	3. Date of Earliest Transaction					(Check all applicable)			
			(Month/Day/Year) 03/07/2006					X_ Director 10% Owner Officer (give title Other (specify below) below)			
				mendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SAN RAFA	AEL 94903							Person	y More than One	e Reporting	
(City)	(State)	(Zip)	Table I - N	on-D	Derivative	Secur	rities A	cquired, Disposed	l of, or Benefi	cially Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Trans Code //Year) (Instr.	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or))	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)	f
Common Stock	03/07/2006		G			D		6,856	I	The Janua Next Generatic Scholarsh a fund of Denver Foundatio	on tip, The

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)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SCHEID STEVEN 111 MCINNIS PARKWAY SAN RAFAEL 94903	Х							
Signatures								
Nancy R. Thiel, Attorney-in-fa Scheid	03/08/2006							
<u>**</u> Signature of Reporting Pe	Date							
Explanation of Responses:								

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).

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.