UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

the Securities Exchange Act of 1934

August 21, 2003

Date of Report (date of earliest event reported)

Autodesk, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	**000-14338**	**94-2819853**
(State or other jurisdiction of	**(Commission File Number)**	**(I.R.S. Employer**
incorporation or organization)		**Identification Number)**

111 McInnis Parkway

San Rafael, California 94903

(Address of principal executive offices)

(415) 507-5000

(Registrant s telephone number, including area code)

(Former name or former address, if changed since last report)

Item 7.   Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
99.1	Press Release, dated as of August 21, 2003, entitled Autodesk Reports Second Quarter Results.

Item 12.   Results of Operations and Financial Condition

On August 21, 2003, Autodesk, Inc. issued a press release reporting its results for the three and six months ended July 31, 2003. The press release is attached as Exhibit 99.1.

This information shall not be deemed   filed   for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the   Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

AUTODESK, INC.

By: /s/   ALFRED J. CASTINO
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Alfred J. Castino
Senior Vice President and Chief
Financial Officer

Date: August 21, 2003

EXHIBIT INDEX

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