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 (State or other jurisdiction of

000-14338 (Commission File Number) 94-2819853 (I.R.S. Employer

 $incorporation\ or\ organization)$

Identification Number)

111 McInnis Parkway

San Rafael, California 94903

(Address of principal executive offices)

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(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 Ouarter 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.

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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.	
Ву:	/s/ Alfred J. Castino
	Alfred J. Castino Senior Vice President and Chief

Financial Officer

Date: August 21, 2003

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