**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. **Name and Address of Reporting Person**
   - BLASING KAREN
   - ONE MARKET, SUITE 400
   - SAN FRANCISCO, CA 94105

2. **Issuer Name and Ticker or Trading Symbol**
   - Autodesk, Inc. [ ADSK ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 07/16/2024

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 07/17/2024

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner

6. **Individual or Group Filing (Check Applicable Line)**
   - Form filed by One Reporting Person

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. A. Deemed Execution Code (Instr. 4)</th>
<th>5. B. Securities Acquired (A) or Disposed Of (B) (Instr. 3, 4 and 5)</th>
<th>6. Securities Acquired (A) or Disposed Of (B) (Instr. 3, 4 and 5)</th>
<th>7. Price of Securities Acquired (B) (Instr. 3, 4 and 5)</th>
<th>8. Relationship of Reporting Person(s) to Issuer</th>
<th>9. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>10. Nature of Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/16/2024</td>
<td></td>
<td>A</td>
<td>$0</td>
<td>8,564</td>
<td>D</td>
<td>Director</td>
<td>10% Owner</td>
<td>Direct</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/16/2024</td>
<td></td>
<td>A</td>
<td>$0</td>
<td>9,488</td>
<td>D</td>
<td>Director</td>
<td>10% Owner</td>
<td>Direct</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. A. Deemed Execution Code (Instr. 4)</th>
<th>6. Date Exercisable (Month/Day/Year)</th>
<th>7. Date Expiring (Month/Day/Year)</th>
<th>8. Price of Derivative Security Beneficially Owned Following Reporting Transaction(s) (Instr. 3, 4 and 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reporting Transaction(s) (Instr. 3, 4 and 5)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

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**Explanation of Responses:**

1. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units granted pursuant to the Director Compensation Policy and under the 2022 Equity Incentive Plan to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

2. The total securities beneficially owned includes 354 shares of unvested Restricted Stock Units and 2,115 shares of Common Stock that the reporting person has deferred the distribution of under the 2012 Outside Directors’ Stock Plan and / or pursuant to the Director Compensation Policy and under the 2022 Equity Incentive Plan.

3. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units granted pursuant to the Director Compensation Policy and under the 2022 Equity Incentive Plan in lieu of cash compensation for services as a director, and vest on the date of the next annual meeting.

4. The total securities beneficially owned includes 1,338 shares of unvested Restricted Stock Units and 2,115 shares of Common Stock that the reporting person has deferred the distribution of under the 2012 Outside Directors’ Stock Plan and / or pursuant to the Director Compensation Policy and under the 2022 Equity Incentive Plan.

**Remarks:**

Melissa Hoge, Attorney-in-Fact for Karen Blasing

07/17/2024

**Signature of Reporting Person**

**Date**

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- **Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.
- **Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
- 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 Number.

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**Form filed by More than One Reporting Person**

**Form filed by One Reporting Person**

**Check this box if no longer subject to Section 16.**

**Check this box if required to file reports pursuant to Section 16(b).**

**Check this box if subject to Section 16(a).**

**Estimated average burden hours per response: 0.5**

**OMB Number:** 3235-0287

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**See Instruction 1(b).**

**See Instruction 6 for procedure.**

**Domain Specific:**

- **SEC Form 4**
- **Inside vs. Outside Directors’ Stock Plan**
- **Restricted Stock Units**
- **Director Compensation Policy**
- **2022 Equity Incentive Plan**
- **Outside Directors’ Stock Plan**

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**State of California:**

- **San Francisco, CA** 94105

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**San Francisco, California:**

- **Date:** 07/16/2024
POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Autodesk, Inc. (the “Company”), hereby constitutes and appoints Ruth Ann Keene, Amanda Riley, Blair Markovic, Kate Perkins, Melissa Hoge, Andrew Chew, Pamela Chie and each of them, the undersigned’s true and lawful attorney-in-fact to:

1. complete and execute Form ID (and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission) and Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned’s ownership, acquisition or disposition of securities of the Company; and

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this ____ day of ______________, 2024.

Signature: ________________________________
Print Name: Karen Blasing

DocuSign Envelope ID: 05D40067-4D11-4A34-B91B-46295DB845B4