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

1. Name and Address of Reporting Person

Smith Stacy J

(Last) (First) (Middle)

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)

12/13/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

12/13/2023

5. Relationship of Reporting Person(s) to Issuer

X Director 10% Owner

Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

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

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/13/2023</td>
<td>5,000 D</td>
<td>$234 52,488(2)</td>
</tr>
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<td>12/13/2023</td>
<td>5,000 D</td>
<td>$234,0013(3) 47,488(2)</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 or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Number of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

1. The sales reported in this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 03/30/2023.
2. The total securities beneficially owned includes 2,067 shares of unvested Restricted Stock Units.
3. Shares were sold in various amounts from $234.00 to $234.035 inclusive. The price listed here reflects the average weighted price. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

Melissa Hoge, Attorney-in-
Fact for Stacy J. Smith 12/14/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
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.