

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Di Fronzo Pascal W</u> (Last) (First) (Middle) 111 MCINNIS PKWY (Street) SAN RAFAEL CA 94903 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC [ADSK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2015		s ⁽¹⁾		618	D	\$60.14	55,187 ⁽²⁾	D	
Common Stock	11/06/2015		M		2,282	A	\$43.81	57,469 ⁽²⁾	D	
Common Stock	11/06/2015		M		4,593	A	\$43.81	62,062 ⁽²⁾	D	
Common Stock	11/06/2015		s ⁽¹⁾		6,875	D	\$63.85	55,187 ⁽²⁾	D	
Common Stock	11/06/2015		s ⁽¹⁾		11,805	D	\$63.78	43,382 ⁽²⁾	D	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$43.81	11/06/2015		M			2,282	03/24/2015	03/24/2021	Common Stock	2,282	\$0.00	0	D
Non-Qualified Stock Option (Right to Buy)	\$43.81	11/06/2015		M			4,593	03/24/2012 ⁽³⁾	03/24/2021	Common Stock	4,593	\$0.00	0	D

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 2, 2015.
- The total securities beneficially owned includes 27,690 shares of unvested restricted stock units.
- The option vests as to 6,875 shares on each of March 24, 2012, March 24, 2013 and March 24, 2014 and as to 4,593 shares on March 24, 2015.

Remarks:

Andy Sewell, Attorney-in-Fact 11/09/2015
for Pascal Di Fronzo

** 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).

** 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.

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.