**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**

Pearce Rebecca  
One Market, Suite 400  
Autodesk, Inc.

**2. Issuer Name and Ticker or Trading Symbol**

Autodesk, Inc. [ ADSK ]

**3. Date of Earliest Transaction**

07/12/2022

**5. Relationship of Reporting Person(s) to Issuer**

- Director
- 10% Owner
- Officer (give title below)
  - EVP, Chief People Officer

**4. If Amendment, Date of Original Filed**


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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</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>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/12/2022</td>
<td></td>
<td>p(1)</td>
<td>273 D</td>
<td>19,052(2) D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Shares withheld to cover taxes.
2. The total securities beneficially owned includes 18,773 shares of unvested Restricted Stock Units.

**Remarks:**

Melissa Hoge, Attorney-in-Fact for Rebecca Pearce  
07/12/2022

**Signature of Reporting Person**

**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.