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
   Howard Ayanna
   C/O AUTODESK, INC.
   111 McInnis Parkway
   San Rafael, CA 94903

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

3. Date of Earliest Transaction (Month/Day/Year)
   09/24/2019

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

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

7. Nature of Indirect Beneficial Ownership
   (Instr. 4)

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Amount of Securities DisposEd Of (D) (Instr. 3, 4 and 5)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/24/2019</td>
<td></td>
<td>1,230 A</td>
<td>$0.00</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>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:
1. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These Restricted Stock Units, which are granted annually under the 2012 Outside Directors' Stock Plan, vest on the date of the next annual meeting.
2. The total securities beneficially owned includes 1,230 shares of unvested Restricted Stock Units.

Remarks:

Alan Smith, Attorney-in-Fact for Ayanna Howard
09/26/2019

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.