**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

**Name and Address of Reporting Person**

Pearce Rebecca

(Last) (First) (Middle)

ONE MARKET, SUITE 400

(San Francisco, CA 94105)

**Issuer Name and Ticker or Trading Symbol**

Autodesk, Inc. [ADSK]

**Date of Earliest Transaction**

03/27/2023

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

X EVP, Chief People Officer

**Form filed by One Reporting Person**

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

**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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</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>03/27/2023</td>
<td></td>
<td>A</td>
<td>4,767 A</td>
<td>19,856 (2)</td>
<td>D</td>
<td></td>
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<tr>
<td>Common Stock</td>
<td>03/28/2023</td>
<td></td>
<td>F</td>
<td>3,393 D</td>
<td>16,463 (2)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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**Explanation of Responses:**

1. Represents shares earned based upon attainment for Performance Stock Unit awards. 4,767 shares subject to one PSU vested on attainment on 03/27/2023.

2. The total securities beneficially owned includes 10,207 shares of unvested Restricted Stock Units.

3. Shares withheld to cover taxes.

**Remarks:**

**Signature of Reporting Person**

Melissa Hoge, Attorney-in-Fact for Rebecca Pearce

03/29/2023

**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.