**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**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**
   
   Hope Stephen W.
   
   (Last) Hope
   (First) Stephen
   (Middle) W.
   
   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)**
   
   03/21/2023

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   03/22/2023

5. **Relationship of Reporting Person(s) to Issuer**
   
   Director 10% Owner
   
   VP & Chief Accounting Officer

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   X Form filed by One Reporting Person
   
   Form filed by More than One Reporting Person

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**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.

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

<table>
<thead>
<tr>
<th>1. <strong>Title of Security (Instr. 3)</strong></th>
<th>2. <strong>Transaction Date (Month/Day/Year)</strong></th>
<th>3. <strong>Transaction Code (Instr. 8)</strong></th>
<th>4. <strong>Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</strong></th>
<th>5. <strong>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</strong></th>
<th>6. <strong>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</strong></th>
<th>7. <strong>Nature of Indirect Beneficial Ownership (Instr. 4)</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/21/2023</td>
<td>A (1)</td>
<td>493 A</td>
<td>$3,567 (1)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/21/2023</td>
<td>D (3)</td>
<td>171 D</td>
<td>$3,396 (2)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/21/2023</td>
<td>D (3)</td>
<td>194 D</td>
<td>$200.42</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents shares earned based upon attainment for Performance Stock Unit awards. 493 shares subject to one PSU vested on attainment on 03/21/2023.
2. The total securities beneficially owned includes 3,074 shares of unvested Restricted Stock Units.
3. Shares withheld to cover taxes.
4. The total securities beneficially owned includes 2,513 shares of unvested Restricted Stock Units.

**Remarks:**

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).

** Signature of Reporting Person **

** Melissa Hoge, Attorney-in-Fact for Stephen Hope **

03/22/2023

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>1. <strong>Title of Derivative Security (Instr. 3)</strong></th>
<th>2. <strong>Conversion or Exercise Price of Derivative Security</strong></th>
<th>3. <strong>Transaction Date (Month/Day/Year)</strong></th>
<th>4. <strong>Transaction Code (Instr. 8)</strong></th>
<th>5. <strong>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</strong></th>
<th>6. <strong>Date Exercisable and Expiration Date (Month/Day/Year)</strong></th>
<th>7. <strong>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</strong></th>
<th>8. <strong>Price of Derivative Security (Instr. 5)</strong></th>
<th>9. <strong>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</strong></th>
<th>10. <strong>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</strong></th>
<th>11. <strong>Nature of Indirect Beneficial Ownership (Instr. 4)</strong></th>
</tr>
</thead>
<tbody>
<tr>
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</tr>
</tbody>
</table>

**Explanations:**

Description of Shares:

1. Represents shares earned based upon attainment for Performance Stock Unit awards. 493 shares subject to one PSU vested on attainment on 03/21/2023.
2. The total securities beneficially owned includes 3,074 shares of unvested Restricted Stock Units.
3. Shares withheld to cover taxes.
4. The total securities beneficially owned includes 2,513 shares of unvested Restricted Stock Units.

**Remarks:**

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).

** Signature of Reporting Person **

** Melissa Hoge, Attorney-in-Fact for Stephen Hope **

03/22/2023

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**Instructions:**


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.