1. Name and Address of Reporting Person
   Di Fronzo Pascal W
   
   (Last)    (First)    (Middle)
   111 MCINNIS PKWY
   
   (Street)  (City)    (State)    (Zip)
   SAN RAFAEL  CA    94903

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

3. Date of Earliest Transaction (Month/Day/Year)
   03/26/2021

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X    Director
   X    10% Owner
   Other (specify below)
   EVP, Corp Affairs, CLO & Sec

6. Individual or Joint/Group Filing (Check Applicable Line)
   X 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 and 4)</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>03/26/2021</td>
<td>A(1)</td>
<td>A</td>
<td>8,755</td>
<td>$0.00</td>
<td>15,906(2,3)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/26/2021</td>
<td>P(4)</td>
<td>D</td>
<td>3,779</td>
<td>$262.19</td>
<td>12,127(2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/30/2021</td>
<td>S(3)</td>
<td>D</td>
<td>64</td>
<td>$268.18</td>
<td>12,063(3)</td>
<td>D</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>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. Represents shares earned based upon attainment for Performance Stock Unit awards. 8,755 shares subject to three PSUs vested on attainment on 03/26/2021.
2. The total securities beneficially owned includes 3,915 shares of unvested Restricted Stock Units.
4. Shares withheld to cover taxes.
5. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/17/2020.

**Remarks:**

Pascal W. Di Fronzo  
**Signature of Reporting Person**  
03/30/2021  
**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.