Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
-------------	------	-------

STATEMENT	OF CHANGE	S IN BENE	FICIAL	OWNERSHIP

OMB APPROVAL							
OMB Number: 3235-0287							
Estimated average burden							
hours per response:	0.5						

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* Di Fronzo Pascal W					2. Issuer Name and Ticker or Trading Symbol Autodesk, Inc. [ADSK]							(Chec	tionship of Reporting all applicable) Director Officer (give title		10% Ov		wner		
(Last)	(Fi NNIS PKV	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/26/2021							X	below	<i>(</i>)	Other (specify below) hirs, CLO & Sec				
(Street) SAN RA			4903		4. If Amendment, Date				of Original Filed (Month/Day/Year)				6. Indi Line) X	Form	or Joint/Group Filing (Check Applicable in filed by One Reporting Person in filed by More than One Reporting				
(City)	(St	ate) (2	Zip)																
		Table	I - No	n-Deriva	tive S	Secu	rities	Acc	uired	, Dis	posed of	, or B	enef	icially	Own	ed			
			2. Transact Date (Month/Day	Executi y/Year) if any		Deemed cution Date, ny nth/Day/Year)				4. Securities Disposed O 5)			and Securit		ities Foicially (Display (Disp		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) o (D)	r Pri	ce	Transaction(s) (Instr. 3 and 4)				(111501.4)	
Common Stock			03/26/2	2021				A ⁽¹⁾		8,755	A	\$	0.00	00 15,906 ⁽²⁾⁽³⁾			D		
Common Stock 03/26/				03/26/2	021)21		F ⁽⁴⁾		3,779	D	\$2	62.19	.19 12,127(2)			D		
Common	Common Stock 03/30/				021		S ⁽⁵⁾		64	D	\$2	68.18	12	2,063 ⁽²⁾		D			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Nun of Deriva Securi Acquii (A) or Disposof (D) (Instr. and 5)				rative rities ired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title Amout Securi Under Deriva Securi 3 and			nt of ities lying ative ity (Ins	De Sec (Ins	8. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Numb of Share						

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 6,915 shares of unvested Restricted Stock Units.
- $3. \ Includes \ shares \ acquired \ in \ September \ 2020 \ pursuant \ to \ the \ Issuer's \ Employee \ Stock \ Purchase \ Plan.$
- 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:

03/30/2021 Pascal W. Di Fronzo

** 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).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.