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

1. Name and Address of Reporting Person
   Pearce Rebecca
   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)
   03/26/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
   03/28/2024

5. Relationship of Reporting Person(s) to Issuer
   Director
   EVP, Chief People Officer

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

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).

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>3A. 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 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 5)</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>03/26/2024</td>
<td>*</td>
<td>C</td>
<td>F</td>
<td>2,282</td>
<td>D</td>
<td>11,338 (2)</td>
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<tr>
<td>Common Stock</td>
<td>03/26/2024</td>
<td>*</td>
<td>C</td>
<td>F</td>
<td>7,095</td>
<td>A</td>
<td>18,433 (2)</td>
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<tr>
<td>Common Stock</td>
<td>03/26/2024</td>
<td>*</td>
<td>C</td>
<td>F</td>
<td>1,118</td>
<td>D</td>
<td>17,315 (2)</td>
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</tbody>
</table>

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

<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 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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</table>

Explanation of Responses:
1. Shares withheld to cover taxes.
2. The total securities beneficially owned includes 8,638 shares of unvested Restricted Stock Units.
3. Represents shares earned based upon attainment for Performance Stock Unit awards. 7,095 shares subject to one PSU vested on attainment on 03/26/2024.

Remarks:

Melissa Hogg, Attorney-in-Fact for Rebecca Pearce
03/28/2024
** Signature of Reporting Person

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.