1. Name and Address of Reporting Person**
   
   MCDOWELL MARY T
   
   (Last)  (First)  (Middle)
   
   111 MCINNIS PKWY
   
   (Street)  
   
   SAN RAFAEL  CA  94903
   
   (City)  (State)  (Zip)

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

5. Relationship of Reporting Person(s) to Issuer
   
   X  Director  10% Owner
   
   Officer (give title below)  Other (specify below)

3. Date of Earliest Transaction (Month/Day/Year)
   
   06/18/2020

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. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 5 and 6)</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>06/18/2020</td>
<td></td>
<td>V</td>
<td>478 A (1)</td>
<td>$0.00 49,465 (2)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/18/2020</td>
<td></td>
<td>V</td>
<td>1,050 A (3)</td>
<td>$0.00 50,515 (4)</td>
<td>D</td>
<td></td>
</tr>
</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, 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>
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</tbody>
</table>

Explanation of Responses:

1. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are Restricted Stock Units granted under the 2012 Outside Directors’ Stock Plan in lieu of cash compensation for services as a director, and vest on the date of the next annual meeting.

2. The total securities beneficially owned includes 4,780 shares of unvested Restricted Stock Units.

3. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These Restricted Stock Units, which are granted annually under the 2012 Outside Directors’ Stock Plan, vest on the date of the next annual meeting.

4. The total securities beneficially owned includes 1,528 shares of unvested Restricted Stock Units.

Remarks:

Pascal W. Di Fronzo,
Attorney-in-Fact for Mary McDowell
06/22/2020

** 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).


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.