

AUTODESK INC.

**CODE OF ETHICS FOR
SENIOR EXECUTIVE AND FINANCIAL OFFICERS**

I. INTRODUCTION

This Code of Ethics for Senior Executive and Financial Officers is intended to reinforce the Company's standards of business conduct and to ensure compliance with legal requirements, specifically Section 406 of the Sarbanes-Oxley Act of 2002 and SEC rules promulgated thereunder. The purpose of the Code is to deter wrongdoing and promote ethical conduct. The matters covered in this Code, as well as the Company's Code of Business Conduct, are of the utmost importance to the Company, our employees, our stockholders and our business partners, and are essential to our ability to conduct our business in accordance with our stated values.

The Code is applicable to the following persons, referred to as the Officers:

- Our principal executive officer, or CEO,
- Our principal financial officer, or CFO,
- All Senior Vice Presidents,
- All members of the finance organization reporting directly to the CFO, and
- Such other officers or key employees as the CEO or CFO may designate from time to time.

Ethical business conduct is critical to our business. The Officers are expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with all applicable policies and procedures.

The Officers are also subject to and must be familiar with our Code of Business Conduct and all other applicable policies and procedures adopted by the Company.

Each Officer must sign the acknowledgment form at the end of this Code and return the form to the Human Resources Department indicating that they have received, read, understand and agree to comply with the Code. The signed acknowledgment form will be located in each Officer's personnel file.

II. HONEST AND ETHICAL CONDUCT

We expect all Officers to act with the highest standards of honesty and ethical conduct. We consider honest conduct to be conduct that is free from fraud or deception and is characterized by integrity. We consider ethical conduct to be conduct conforming to accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, as required by our Code of Business Conduct. In demonstrating the highest standards of honesty and ethical conduct, we expect our Officers to set the tone for all employees and to stay as far as possible from the line differentiating honesty from dishonesty and ethical conduct from unethical conduct.

In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting the General Counsel.

III. CONFLICTS OF INTEREST

An Officer's duty to the Company demands that he or she avoid and disclose actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

Each Officer must be familiar with and comply with all provisions of the guidelines relating to conflicts of interest in our Code of Business Conduct and other applicable policies.

IV. DISCLOSURE TO THE SEC AND THE PUBLIC

Our policy is to provide full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in our other public communications. Accordingly, our Officers must ensure that they and others in the Company comply with our disclosure controls and procedures and our internal controls for financial reporting. When the Company requests written certification of financial controls and procedures, it is each Officer's responsibility to undertake sufficient investigation to ensure the accuracy of the required documentation.

V. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS

Each Officer must comply with all applicable governmental laws, rules and regulations and must acquire sufficient knowledge of the legal requirements relating to his or her duties to enable him or her to recognize potential problems and seek counsel where appropriate. Violations of applicable governmental laws, rules and regulations may subject the Officer to individual criminal or civil liability, as well as discipline by the Company. Such individual violations could also subject the Company to civil or criminal liability and could harm the Company's business.

VI. VIOLATIONS OF THE CODE

Part of an Officer's job and ethical responsibility is to help enforce this Code and the Company's Code of Business Conduct. Officers should be alert to possible violations and report possible violations to the General Counsel. Officers must cooperate in any internal or external investigations of possible violations. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Actual violations of law, this Code, or other Company policies or procedures should be promptly reported to the General Counsel.

The Company will take appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

VII. WAIVERS AND AMENDMENTS OF THE CODE

We are committed to regularly reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed pursuant to applicable laws and regulations.

**VIII. ACKNOWLEDGMENT OF RECEIPT OF CODE OF ETHICS
FOR SENIOR EXECUTIVE AND FINANCIAL OFFICERS**

I have received and read the Company's Code of Ethics for Senior Executive and Financial Officers. I understand the standards and policies contained in the Code, in the Code of Business Conduct and in those additional policies or laws specific to my job. I further agree to comply with the Code.

If I have questions concerning the meaning or application of the Code, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult General Counsel, knowing that my questions or reports will be maintained in confidence.

Officer Name

Signature

Date

Please sign and return this form to the Human Resources Department.