1. Name and Address of Reporting Person
NORRINGTON LORRIE M

   (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 ]

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

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

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

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

1. Title of Security (Instr. 3)
   Common Stock
   Common Stock

2. Transaction Date (Month/Day/Year)
   06/18/2020
   06/18/2020

3. Transaction Code (Instr. 3)
   A(1)
   A(1)

4. Securities Acquired (A) or Disposed Of (D) (Instr. 4)
   A
   A

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5)
   428
   1,050

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 6)
   D
   D

7. Nature of Indirect Beneficial Ownership (Instr. 4)
   

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)
   

4. Transaction Code (Instr. 3)
   

5. Number of Derivative SecuritiesAcquired (A) or Disposed Of (D) (Instr. 4)
   

6. Date Exercisable and Expiration Date (Month/Day/Year)
   

7. Title and Amount of Securities Underlying Derivative Security (Instr. 5)
   

8. Price of Derivative Security (Instr. 5)
   

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
   

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 6)
    

11. Nature of Indirect Beneficial Ownership (Instr. 4)
    

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 428 shares of unvested Restricted Stock Units and 2,148 shares of vested Restricted Stock Units the distribution of which the reporting person has deferred under the 2012 Outside Directors’ Stock Plan.

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 1,478 shares of unvested Restricted Stock Units and 2,148 shares of vested Restricted Stock Units the distribution of which the reporting person has deferred under the 2012 Outside Directors’ Stock Plan.

Remarks:

Pascal W. Di Fronzo, Attorney-in-Fact for Lorrie Norrington

** Signature of Reporting Person 06/22/2020

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.