Di Fronzo Pascal W

111 MCINNIS PKWY
SAN RAFAEL  CA 94903

Autodesk, Inc. [ ADSK ]

03/20/2020

1. Title of Security (Instr. 3)
2. Transaction Date (Month/Day/Year)
3. Deemed Execution Date, if any (Month/Day/Year)
4. Transaction Code (Instr. 8)
5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
8. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Securities Acquired</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/20/2020</td>
<td></td>
<td>A</td>
<td>7,057</td>
<td>A $0.00</td>
<td>D</td>
<td></td>
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<tr>
<td>Common Stock</td>
<td>03/20/2020</td>
<td></td>
<td>F</td>
<td>2,958</td>
<td>D $149.23</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Represents shares earned based upon attainment for Performance Stock Unit awards. 7,057 shares subject to three PSUs vested on attainment on 03/20/2020.
2. The total securities beneficially owned includes 8,545 shares of unvested Restricted Stock Units.
3. Shares withheld to cover taxes.

Remarks:

Pascal W. Di Fronzo

03/24/2020