**Form 4**

**United States Securities and Exchange Commission**

**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**
   
   Hope Stephen W.
   
   (Last)  (First)  (Middle)
   
   ONE MARKET, SUITE 400
   
   (Street)
   
   SAN FRANCISCO  CA  94105
   
   (City)  (State)  (Zip)

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   03/27/2023

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   03/27/2023

5. **Relationship of Reporting Person(s) to Issuer**
   
   10% Owner
   
   Director
   
   Officer (give title below)
   
   VP & Chief Accounting Officer

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>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/27/2023</td>
<td></td>
<td>V</td>
<td>D</td>
<td>332</td>
<td>$200.22</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/27/2023</td>
<td></td>
<td>A</td>
<td>D</td>
<td>1,747</td>
<td>$0</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/27/2023</td>
<td></td>
<td>V</td>
<td>D</td>
<td>606</td>
<td>$200.22</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/28/2023</td>
<td></td>
<td>A</td>
<td>D</td>
<td>2,457</td>
<td>$196.75</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>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title of Derivative Security (Instr. 5)</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

---

**Explanation of Responses:**

1. Shares withheld to cover taxes.
2. The total securities beneficially owned includes 1,554 shares of unvested Restricted Stock Units.
3. Represents shares earned based upon attainment for Performance Stock Unit awards. 4,617 shares subject to one PSU vested on attainment on 03/27/2023.
4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/11/2020; first amendment on 8/26/2021 and second amendment on 06/06/2022.

**Remarks:**

Melissa Hope, Attorney-in-Fact for Stephen Hope

**Signature of Reporting Person**

03/29/2023

**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.