**Form 4**

**United States Securities and Exchange Commission**
Washington, D.C. 20549

**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

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1. **Name and Address of Reporting Person**
   
   Anagnost Andrew
   
   (Last) (First) (Middle)
   
   111 MCINNIS PARKWAY
   AUTODESK, INC.
   
   SAN RAFAEL  CA  94903

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   04/10/2022

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   04/10/2022

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   
   X Director
   
   X Officer (give title below)
   
   President and CEO

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   X Form filed by One Reporting Person

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/10/2022</td>
<td></td>
<td>V</td>
<td>A</td>
<td>34,093</td>
<td>$0</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</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
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</table>

**Explanation of Responses:**

1. These Restricted Stock Units vest as to approximately 1/3 of the total shares on an approximate annual basis over a 3-year period from the date of grant on April 10, 2022.

2. Includes shares acquired in March 2022 pursuant to the Issuer's Employee Stock Purchase Plan.

3. The total securities beneficially owned includes 61,440 shares of unvested Restricted Stock Units.

**Remarks:**

Melissa Hoge, Attorney-in-Fact for Andrew Anagnost  
04/12/2022

**Signature of Reporting Person**

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)(iv).


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.