1. Name and Address of Reporting Person

Galvin Carmel
(Last)  (First)  (Middle)
111 MCINNIS PARKWAY
(SAN RAFAEL  CA  94903

2. Issuer Name and Ticker or Trading Symbol

Autodesk, Inc.  [ ADSK ]

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

03/20/2020

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer

X  Director
10% Owner
Officer (give title below)
SVP, CHRO

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>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Security Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/20/2020</td>
<td></td>
<td>A(1)</td>
<td>6,442</td>
<td>A</td>
<td>$0.00</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/20/2020</td>
<td></td>
<td>F(3)</td>
<td>2,990</td>
<td>D</td>
<td>$149.23</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Date (Month/Day/Year)</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
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</tr>
</tbody>
</table>

Explanation of Responses:
1. Represents shares earned based upon attainment for Performance Stock Unit awards. 6,442 shares subject to two PSUs vest on attainment on 03/20/2020.
2. The total securities beneficially owned includes 9,764 shares of unvested Restricted Stock Units.
3. Shares withheld to cover taxes.

Remarks:

Pascal W. Di Fronzo,
Attorney-in-Fact for Carmel Galvin
03/24/2020

** Signature of Reporting Person  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.