

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Ferguson Scott D.</u> (Last) (First) (Middle) 399 PARK AVENUE, 32ND FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC [ADSK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 ("Shares")	03/11/2016		A		8,042 ⁽¹⁾	A	\$0	8,042	D ⁽²⁾	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	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. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Ferguson Scott D.
 (Last) (First) (Middle)
 399 PARK AVENUE, 32ND FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sachem Head Capital Management LP
 (Last) (First) (Middle)
 399 PARK AVENUE, 32ND FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Uncas GP LLC
 (Last) (First) (Middle)
 399 PARK AVENUE, 32ND FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Sachem Head GP LLC		
(Last)	(First)	(Middle)
399 PARK AVENUE, 32ND FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. Scott D. Ferguson was granted an initial grant of 8,042 restricted stock units, as determined by dividing \$450,000 by the closing price of the Issuer's common stock on the date of the grant. Mr. Ferguson is entitled to receive one share of the Issuer's common stock for each restricted stock unit. These restricted stock units are granted pursuant to the 2012 Outside Directors' Stock Plan, and vest as to approximately one-third of the shares on an annual basis over a three-year period beginning on March 10, 2016.
2. Pursuant to an arrangement between Mr. Ferguson and Sachem Head Capital Management LP ("Sachem Head"), the restricted stock units are held by Mr. Ferguson for the benefit of Sachem Head. Such units are included as directly beneficially owned by Mr. Ferguson, but may also be deemed to be beneficially owned by Sachem Head as a result of such arrangements. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.

Remarks:

As described in Amendment No. 2 to the Schedule 13D filed by the Reporting Persons on March 11, 2016, on March 10, 2016, Sachem Head entered into an agreement with Eminence Capital, LP (the "Termination Agreement"), pursuant to which the Reporting Persons ceased to be a group with the Eminence Persons (as defined in the Schedule 13D filed by the Reporting Persons on November 16, 2015). As a result of the Termination Agreement, the Reporting Persons shall no longer be deemed to be part of a group that beneficially owns more than 10% of the outstanding shares of common stock of the Issuer. Mr. Ferguson is the managing partner of Sachem Head and the managing member of each of Uncas GP LLC and Sachem Head GP LLC and also serves on the board of directors of the Issuer. As a result, the Reporting Persons other than Mr. Ferguson may be deemed directors of the Issuer by deputization.

/s/ Michael D. Adamski, as Attorney-in-Fact	03/14/2016
/s/ Michael D. Adamski, as General Counsel	03/14/2016
/s/ Michael D. Adamski, as General Counsel	03/14/2016
/s/ Michael D. Adamski, as General Counsel	03/14/2016

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.