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
   MCDOWELL MARY T
   ONE MARKET, SUITE 400
   SAN FRANCISCO CA 94105

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

3. Date of Earliest Transaction (Month/Day/Year)
   06/14/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
   06/17/2024

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Officer (give title below) Other (specify below)

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

Rule 10b5-1(c) Transaction Indication
   Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/14/2024</td>
<td>$1</td>
<td>1,100</td>
<td>$226.21</td>
<td>Direct (D)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/17/2024</td>
<td>$1</td>
<td>550</td>
<td>$235</td>
<td>Direct (D)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>(A)</th>
<th>(D)</th>
<th>Price</th>
<th>Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Direct (D)</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The sales reported in this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 09/13/2023.
2. The total securities beneficially owned includes 1,750 shares of unvested Restricted Stock Units.

Remarks:

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.

Melissa Hoge, Attorney-in-Fact for Mary T. McDowell
06/17/2024
** Signature of Reporting Person
Date