1. Name and Address of Reporting Person

MCDOWELL MARY T

(Length) (First) (Middle)

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)

01/22/2024

5. Relationship of Reporting Person(s) to Issuer

X Director 10% Owner

Officer (give title below)

Other (specify below)

4. If Amendment, Date of Original Filed

219

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>2B. Transaction Code (Instr. 8)</th>
<th>3. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>4. Securities 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>01/22/2024</td>
<td></td>
<td>S(1)</td>
<td>250</td>
<td>$250</td>
<td>39,316(2)</td>
<td>D</td>
<td></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:

Melissa Hoge, Attorney-in-Fact for Mary T. McDowell 01/22/2024

** 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)(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.