2. Issuer Name and Ticker or Trading Symbol

Autodesk, Inc. [ ADSK ]

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

03/27/2023

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

03/27/2023

5. Relationship of Reporting Person(s) to Issuer

10% Owner

Director

X

VP & Chief Accounting Officer

Other (specify below)

X

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</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>03/27/2023</td>
<td></td>
<td>V</td>
<td>A</td>
<td>332</td>
<td>D</td>
<td>$200.22</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/27/2023</td>
<td></td>
<td>A</td>
<td>A</td>
<td>1,747</td>
<td>D</td>
<td>$0</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/27/2023</td>
<td></td>
<td>V</td>
<td>A</td>
<td>606</td>
<td>D</td>
<td>$200.22</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/28/2023</td>
<td></td>
<td>A</td>
<td>D</td>
<td>2,457</td>
<td>D</td>
<td>$196.75</td>
</tr>
</tbody>
</table>

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

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)

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)

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)

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Shares withheld to cover taxes.
2. The total securities beneficially owned includes 1,554 shares of unvested Restricted Stock Units.
3. Represents shares earned based upon attainment for Performance Stock Unit awards. 4,617 shares subject to one PSU vested on attainment on 03/27/2023.
4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/11/2020; first amendment on 8/26/2021 and second amendment on 06/06/2022.

Remarks:

Melissa Hoge, Attorney-in-\Fact for Stephen Hope
03/29/2023

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.