** Form 4 **

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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: Hope Stephen W.
   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): 09/14/2019

4. If Amendment, Date of Original Filed: 09/14/2019

5. Relationship of Reporting Person(s) to Issuer:
   X Officer (give title below) VP & Chief Accounting Officer

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

7. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/14/2019</td>
<td></td>
<td></td>
<td>$(1) 166 D $153.48 3,909(2)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/15/2019</td>
<td></td>
<td></td>
<td>$(1) 289 D $153.48 3,620(3)</td>
</tr>
</tbody>
</table>

** Table I - Non-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 Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</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>
</table>

** Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) **

** Explanation of Responses: **
1. Shares withheld to cover taxes.
2. The total securities beneficially owned includes 3,597 shares of unvested Restricted Stock Units.
3. The total securities beneficially owned includes 2,764 shares of unvested Restricted Stock Units.

** Remarks: **

Alan Smith, Attorney-in-Fact
for Stephen W. Hope
09/16/2019

** Signature of Reporting Person **

** Date **

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