**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**
   - Di Fronzo Pascal W
     - (Last) Di Fronzo
     - (First) Pascal
     - (Middle) W
     - 111 MCINNIS PKWY
     - SAN RAFAEL, CA 94903

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 05/19/2020

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

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - Officer (give title below)
     - SVP, Corp Affairs, CLO & Sec
   - Other (specify below)

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

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Amount</th>
<th>Transaction Date</th>
<th>Transaction Code</th>
<th>Securities Acquired or Disposed of</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>V</td>
<td>8,186</td>
<td>05/19/2020</td>
<td>S</td>
<td>A (A) or D (D)</td>
<td>13,305</td>
</tr>
</tbody>
</table>

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

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

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 01/03/2020.
2. The total securities beneficially owned includes 13,117 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).

**Signature of Reporting Person**

Pascal W. Di Fronzo 05/21/2020

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.