1. Name and Address of Reporting Person

Pearce Rebecca

(Last) (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)

06/15/2023

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

06/15/2023

5. Relationship of Reporting Person(s) to Issuer

Director

X

10% Owner

EVP, Chief People Officer

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

X Form filed by One Reporting Person

X 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>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. 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>06/15/2023</td>
<td></td>
<td></td>
<td>$1,252 D</td>
<td>23,074</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - 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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</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>
<tbody>
<tr>
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</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 03/08/2023.
2. The total shares beneficially owned includes 17,798 shares of unvested Restricted Stock Units.
3. The total includes 142 shares the reporting person continues to hold. On November 10, 2022, the reporting person reported that she had disposed of 1,161 shares on November 10, 2022 to cover taxes. In fact, the reporting person only disposed of 1,019 shares on November 11, 2022. She has continued to hold the 142 shares since that date.

Remarks:

Melissa Hoge, Attorney-in-Fact for Rebecca Pearce

06/15/2023

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.