UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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
   Blum Steven M
   ONE MARKET, SUITE 400
   AUTODESK, INC.
   SAN FRANCISCO CA 94105

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

3. Date of Earliest Transaction (Month/Day/Year)
   06/14/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
   06/14/2024

5. Relationship of Reporting Person(s) to Issuer
   10% Owner
   EVP, Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
   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>3. Transaction Code (Instr. 8)</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>06/14/2024</td>
<td></td>
<td></td>
<td>s(1)</td>
<td>17,413</td>
<td>54,136(3)</td>
<td>I Family Trust(4)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>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. 8)</th>
<th>5. Number of Derivatives 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>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>29,519(5)</td>
<td></td>
<td>226.4(2)</td>
<td>D</td>
<td></td>
<td></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 12/19/2023.
2. The shares were sold in various amounts from $226.035 to $226.75 inclusive. The price listed here reflects the average weighted price. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
3. The original Form 4, filed on March 28, 2024, is being amended by this Form 4 to correct an administrative error, which misreported withholding amounts that occurred on March 26, 2024 and the number of shares acquired on September 29, 2023 pursuant to the Issuer’s Employee Stock Purchase Plan. No sales were made in connection with this correction.
4. The shares are held by the BLUM FAMILY DECL. TR U/A/D 4/20/06 (the “Family Trust”). The reporting person is a trustee of the Family Trust. The reporting person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.
5. The total securities beneficially owned includes 28,973 shares of unvested Restricted Stock Units.

Remarks:

Melissa Hoge, Attorney-in-Fact for Steven Blum
06/17/2024

** 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.