**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

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1. **Name and Address of Reporting Person**
   
   Di Fronzo Pascal W

   (Last)  (First)  (Middle)

   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)**
   
   04/09/2020

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

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

   Form filed by More than One Reporting Person

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**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>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/09/2020</td>
<td>A(1)</td>
<td>8,080 A</td>
<td>$0.00</td>
<td>21,491(2)(3)</td>
<td>D</td>
</tr>
</tbody>
</table>

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**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>4. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 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>
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<tr>
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</tbody>
</table>

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**Explanation of Responses:**

1. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These Restricted Stock Units vest as to approximately 1/3 of the total shares on an approximate annual basis over a 3-year period from the date of grant on April 9, 2020.

2. The total securities beneficially owned includes 13,117 shares of unvested Restricted Stock Units.

3. Includes shares acquired in March 2020 pursuant to the Issuer's Employee Stock Purchase Plan.

**Remarks:**

**Pascal W. Di Fronzo**

04/13/2020

**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.