

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Clifford Deborah</u> (Last) (First) (Middle) ONE MARKET, SUITE 400 (Street) SAN FRANCISCO CA 94105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Autodesk, Inc. [ADKS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/26/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/26/2024		F ⁽¹⁾		4,267	D	\$261.57	26,118 ⁽²⁾⁽³⁾	D	
Common Stock	03/26/2024		A ⁽⁴⁾		13,812	A	\$0	39,930 ⁽³⁾	D	
Common Stock	03/26/2024		F ⁽¹⁾		2,118	D	\$261.57	37,812 ⁽³⁾	D	
Common Stock	03/27/2024		S ⁽⁵⁾		1,301	D	\$259.02 ⁽⁶⁾	36,511 ⁽³⁾	D	
Common Stock	03/27/2024		S ⁽⁵⁾		2,321	D	\$259.73 ⁽⁷⁾	34,190 ⁽³⁾	D	
Common Stock	03/27/2024		S ⁽⁵⁾		1,631	D	\$260.88 ⁽⁸⁾	32,559 ⁽³⁾	D	
Common Stock	03/27/2024		S ⁽⁵⁾		300	D	\$261.69 ⁽⁹⁾	32,259 ⁽³⁾	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Shares withheld to cover taxes.
- Includes shares acquired in September 2023 pursuant to the Issuer's Employee Stock Purchase Plan.
- The total securities beneficially owned includes 11,164 shares of unvested Restricted Stock Units.
- Represents shares earned based upon attainment for Performance Stock Unit awards. 13,812 shares subject to one PSU vested on attainment on 03/26/2024.
- The sales reported in this form were effected pursuant to a Rule 105b-1 trading plan adopted by the reporting person on 05/26/2023.
- Shares were sold in various amounts from \$258.34 to \$259.31 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.
- Shares were sold in various amounts from \$259.45 to \$260.16 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.
- Shares were sold in various amounts from \$260.46 to \$261.39 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.
- Shares were sold in various amounts from \$261.50 to \$262.08 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.

Remarks:

Melissa Hoge, Attorney-in-Fact for 03/28/2024
Deborah Clifford

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Autodesk, Inc. (the "Company"), hereby constitutes and appoints Ruth Ann Keene, Amanda Riley, Blair Markovic, Kate Perkins, Melissa Hoge, Andrew Chew, Pamela Chie and each of them, the undersigned's true and lawful attorney-in-fact to:

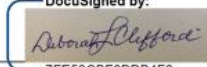
1. complete and execute Form ID (and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission) and Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30 day of January, 2024.

Signature:

DocuSigned by:

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Print Name:

Debbie Clifford
