

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Ferguson Scott D.</u> <hr/> (Last) (First) (Middle) 250 WEST 55TH STREET, 34TH FLOOR <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUTODESK INC [ADSK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 06/14/2017	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	06/14/2017		A		2,354 ⁽¹⁾	A	\$0	10,396 ⁽⁴⁾	D ⁽³⁾	
Common Stock	06/14/2017		A		847 ⁽²⁾	A	\$0	11,243 ⁽⁴⁾	D ⁽³⁾	

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	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Ferguson Scott D.

 (Last) (First) (Middle)
 250 WEST 55TH STREET, 34TH FLOOR

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sachem Head Master LP

 (Last) (First) (Middle)
 250 WEST 55TH STREET, 34TH FLOOR

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Uncas GP LLC

 (Last) (First) (Middle)
 250 WEST 55TH STREET, 34TH FLOOR

 (Street)

(Street)	NEW YORK	NY	10019
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>Sachem Head GP LLC</u>			
(Last)	(First)	(Middle)	
250 WEST 55TH STREET, 34TH FLOOR			
(Street)	NEW YORK	NY	10019
(City)	(State)	(Zip)	

Explanation of Responses:

1. Mr. Ferguson is entitled to receive one share of Common Stock for each Restricted Stock Unit. These Restricted Stock Units, which are granted annually under the 2012 Outside Directors' Stock Plan, vest on the date of the next annual meeting.
2. Mr. Ferguson is entitled to receive one share of Common Stock for each Restricted Stock Unit. These Restricted Stock Units, which are granted in lieu of Mr. Ferguson's annual fee retainer, vest on the date of the next annual meeting.
3. Pursuant to an arrangement between Mr. Ferguson and Sachem Head Capital Management LP ("Sachem Head"), the restricted stock units are held by Mr. Ferguson for the benefit of Sachem Head. Such units are included as directly beneficially owned by Mr. Ferguson, but may also be deemed to be beneficially owned by Sachem Head as a result of such arrangements. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.
4. The total securities beneficially owned includes 8,562 shares of unvested Restricted Stock Units. In addition to the 11,243 shares of Common Stock owned directly by Mr. Ferguson, Mr. Ferguson as managing partner of Sachem Head and the managing member of each of Uncas GP LLC ("Uncas") and Sachem Head GP LLC ("Sachem Head GP"), may be deemed to beneficially own 12,890,000 shares of Common Stock owned in the aggregate by certain affiliated investment funds of Sachem Head, Uncas and Sachem Head GP. Accordingly, the total ownership, in the aggregate, Mr. Ferguson may be deemed to beneficially own is 12,901,243 shares of Common Stock.

Remarks:

Mr. Ferguson is the managing partner of Sachem Head and the managing member of each of Uncas and Sachem Head GP and also serves on the board of directors of the Issuer. As a result, the Reporting Persons other than Mr. Ferguson may be deemed directors of the Issuer by deputization.

<u>/s/ Michael D. Adamski, as Attorney-in-Fact</u>	<u>06/16/2017</u>
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<u>/s/ Michael D. Adamski, as Attorney-in-Fact</u>	<u>06/16/2017</u>

** 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.