SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

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

1. Name and Address of Reporting Person [*] <u>Hope Stephen W.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Autodesk, Inc.</u> [ADSK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
(Last) ONE MARKET	(First) SUITE 400	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/27/2024	Officer (give title Other (specify below) below) below) SVP & Chief Accounting Officer							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)		94105		Form filed by One Reporting Person							
SAN FRANCISCO	CA			Form filed by More than One Reporting Person							
(City)	(State) (Zip)		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 3) 2 Transaction 24 Deemed 3 4 Securities Acquired (A) or 5 Amount of 6 Ownersh

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Disposed Of 5)			Securities Beneficially	Form: Direct	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	06/27/2024		S		75	D	\$244.22	5,350(1)(2)	D	

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

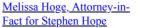
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		n of		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative 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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The total securities beneficially owned includes 5,350 shares of unvested Restricted Stock Units.

2. 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.

Remarks:



07/01/2024

** 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).

** 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.

Date