

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>EMINENCE CAPITAL, LP</u> (Last) (First) (Middle) 65 EAST 55TH STREET 25TH FLOOR (Street) NEW YORK NY 10022 (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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) SEE REMARKS
	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2016	
		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			

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
EMINENCE CAPITAL, LP
 (Last) (First) (Middle)
 65 EAST 55TH STREET
 25TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Eminence GP, LLC
 (Last) (First) (Middle)
 65 EAST 55TH STREET, 25TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sandler Ricky C
 (Last) (First) (Middle)
 65 EAST 55TH STREET, 25TH FLOOR
 (Street)

NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

Remarks:

As described in Amendment No. 2 to the Schedule 13D filed by the Reporting Persons on March 11, 2016, on March 10, 2016, Eminence Capital, LP entered into an agreement with Sachem Head Capital Management LP (the "Termination Agreement") pursuant to which the Reporting Persons ceased to be a group with the Sachem Head Persons (as defined in the Schedule 13D filed by the Reporting Persons on November 16, 2015). As a result of the Termination Agreement, the Reporting Persons shall no longer be deemed to be part of a group that beneficially owns more than 10% of the outstanding shares of common stock of the Issuer.

<u>EMINENCE CAPITAL, LP,</u>	
<u>By: Eminence Capital GP,</u>	<u>03/11/2016</u>
<u>LLC, /s/ Ricky C. Sandler,</u>	
<u>Managing Member</u>	
<u>EMINENCE GP, LLC, /s/</u>	
<u>Ricky C. Sandler, Managing</u>	<u>03/11/2016</u>
<u>Member</u>	
<u>/s/ Ricky C. Sandler</u>	<u>03/11/2016</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.