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

1. Name and Address of Reporting Person
   Di Fronzo Pascal W
   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)
   03/25/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)
   03/25/2022

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   EVP, Corp Affairs, CLO

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Securities Acquired (D) or Disposed Of (A)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/25/2022</td>
<td>A(1)</td>
<td></td>
<td>A</td>
<td>2,831</td>
<td>$0</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/25/2022</td>
<td>P(3)</td>
<td></td>
<td>D</td>
<td>1,405</td>
<td>$213.05</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/25/2022</td>
<td>P(3)</td>
<td></td>
<td>D</td>
<td>500</td>
<td>$213.05</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
</tr>
</thead>
</table>

Explanation of Responses:
1. Represents shares earned based upon attainment for Performance Stock Unit awards. 2,831 shares subject to two PSUs vested on attainment on 03/25/2022.
2. The total securities beneficially owned includes 5,867 shares of unvested Restricted Stock Units.
3. Shares withheld to cover taxes.
4. The total securities beneficially owned includes 4,809 shares of unvested Restricted Stock Units.

Remarks:

Melissa Hoge, Attorney-in-Fact for Pascal W. Di Fronzo 03/29/2022
** 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.