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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   Anagnost Andrew
   ONE MARKET, SUITE 400
   SAN FRANCISCO, CA 94105

2. Issuer Name and Ticker or Trading Symbol
   Autodesk, Inc. [ ADSK ]

3. Date of Earliest Transaction (Month/Day/Year)
   09/01/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)
   09/01/2023

Rule 10b5-1(c) Transaction Indication
   [X] 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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3B. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/01/2023</td>
<td></td>
<td></td>
<td>6,745 D</td>
<td>$221.15(1) 114,900(3) D</td>
<td>D</td>
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<tr>
<td>Common Stock</td>
<td>09/01/2023</td>
<td></td>
<td></td>
<td>12,950 D</td>
<td>$221.92(1) 101,950(3) D</td>
<td>D</td>
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<tr>
<td>Common Stock</td>
<td>09/01/2023</td>
<td></td>
<td></td>
<td>1,008 D</td>
<td>$223.24(1) 100,942(3) D</td>
<td>D</td>
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<tr>
<td>Common Stock</td>
<td>09/01/2023</td>
<td></td>
<td></td>
<td>1,615 D</td>
<td>$224.04(1) 99,327(3) D</td>
<td>D</td>
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</tbody>
</table>

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

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

Explanation of Responses:
1. The sales reported in this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 05/26/2023.
2. Shares were sold in various amounts from $220.54 to $221.51 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.
3. The total securities beneficially owned includes 71,119 shares of unvested Restricted Stock Units.
4. Shares were sold in various amounts from $221.54 to $222.43 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.
5. Shares were sold in various amounts from $222.54 to $223.53 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.
6. Shares were sold in various amounts from $223.80 to $224.13 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 Andrew Anagnost
09/01/2023
** 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).

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.