

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>Blum Steven M</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Worldwide Sales</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
111 MCINNIS PKWY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN RAFAEL CA 94903</u>								
(City)	(State)	(Zip)						

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	03/21/2017		M		40,872	A	\$43.81	142,972 ⁽¹⁾	D	
Common Stock	03/21/2017		S ⁽²⁾		22,000	D	\$84.2595 ⁽³⁾	120,972 ⁽¹⁾	D	
Common Stock	03/21/2017		S ⁽²⁾		21,000	D	\$85.2759 ⁽⁴⁾	99,972 ⁽¹⁾	D	
Common Stock	03/21/2017		S ⁽²⁾		12,088	D	\$86.2169 ⁽⁵⁾	87,884 ⁽¹⁾	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. 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						Title
Non-Qualified Stock Option (Right to Buy)	\$43.81	03/21/2017		M			40,872	03/24/2012 ⁽⁶⁾	03/24/2021	Common Stock	40,872	\$0.00	0	D	

Explanation of Responses:

- The total securities beneficially owned includes 62,801 shares of unvested Restricted Stock Units.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/21/2016.
- Shares were sold in various amounts from \$83.76 to \$84.75 inclusive. The price listed here reflects the average weighted price.
- Shares were sold in various amounts from \$84.77 to \$85.76 inclusive. The price listed here reflects the average weighted price.
- Shares were sold in various amounts from \$85.79 to \$86.615 inclusive. The price listed here reflects the average weighted price.
- These stock options vested as to approximately 1/4 of the total shares on an annual basis over a four-year period from the date of grant on March 24, 2011.

Remarks:

Andy Sewell, Attorney-in-Fact 03/22/2017
for Steven Blum

** 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.