FORM 4

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

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

1. Name and Address of Reporting Person

Howard Ayanna

111 MCINNIS PARKWAY
SAN RAFAEL, CA 94903

2. Issuer Name and Ticker or Trading Symbol

Autodesk, Inc. [ADSK]

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

06/16/2021

4. Securities Acquired (A) or Disposed Of

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

<table>
<thead>
<tr>
<th>Title</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>A(1)</td>
<td>328</td>
<td>$0</td>
<td>Director</td>
</tr>
<tr>
<td>Common Stock</td>
<td>A(1)</td>
<td>913</td>
<td>$0</td>
<td>Other</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td>Derivative Security</td>
<td>A(2)</td>
<td>1,241</td>
<td>$0</td>
<td>Director</td>
</tr>
</tbody>
</table>

5. Relationship of Reporting Person(s) to Issuer

<table>
<thead>
<tr>
<th>Relationship</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director</td>
<td>111 MCINNIS PARKWAY SAN RAFAEL, CA 94903</td>
</tr>
<tr>
<td>Other</td>
<td>111 MCINNIS PARKWAY SAN RAFAEL, CA 94903</td>
</tr>
</tbody>
</table>

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

7. Nature of Indirect Beneficial Ownership

<table>
<thead>
<tr>
<th>Ownership Form</th>
<th>Code</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Direct</td>
<td>D</td>
<td>3,899</td>
</tr>
<tr>
<td>Indirect</td>
<td>I</td>
<td>1,241</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These Restricted Stock Units are granted under the 2012 Outside Directors' Stock Plan in lieu of cash compensation for services as a director, and vest on the date of the next annual meeting.

2. The total securities beneficially owned includes 1,241 shares of unvested Restricted Stock Units and 1,239 shares of vested Restricted Stock Units the distribution of which the reporting person has deferred under the 2012 Outside Directors' Stock Plan.

3. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These are granted annually under the 2012 Outside Directors' Stock Plan and vest on the date of the next annual meeting.

4. The total securities beneficially owned includes 328 shares of unvested Restricted Stock Units and 1,239 shares of vested Restricted Stock Units the distribution of which the reporting person has deferred under the 2012 Outside Directors' Stock Plan.

Remarks:

Melissa Hoge, Attorney-in-Fact for Ayanna Howard 06/21/2021

** Signature of Reporting Person Date
POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Autodesk, Inc. (the "Company"), hereby constitutes and appoints Pascal W. Di Fronzo, [name1] (and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make)

1. complete and execute Form ID (and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make)

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's interest in the Common Stock.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of October, 2020.

Signature:/s/ Dr. Ayanna Howard

Print Name: DR. AYANNA HOWARD