

**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

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

1. Name and Address of Reporting Person* <u>Sachem Head Capital Management LP</u>  (Last) (First) (Middle) 399 PARK AVENUE, 32ND 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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2015	

**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, par value \$0.01 ("Shares")	12/01/2015		X		9,190,000	A	(5)	12,890,000	I	Please see footnotes <sup>(1)(2)(3)(4)</sup>

**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	Amount or Number of Shares				
Call Option ("right to purchase")	\$30	12/01/2015		X		9,190,000	(6)	04/10/2017		Shares	9,190,000	\$0	0	I	Please see footnotes <sup>(1)(2)(3)(4)</sup>
Put Option ("obligation to purchase")	\$30	12/01/2015		E		9,190,000		04/10/2017	04/10/2017	Cash settled	9,190,000	\$0	0	I	Please see footnotes <sup>(1)(2)(3)(4)</sup>

1. Name and Address of Reporting Person\*  
Sachem Head Capital Management LP  
 (Last) (First) (Middle)  
 399 PARK AVENUE, 32ND FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Uncas GP LLC  
 (Last) (First) (Middle)  
 399 PARK AVENUE, 32ND FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Sachem Head GP LLC  
 (Last) (First) (Middle)  
 399 PARK AVENUE, 32ND FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Ferguson Scott D.</a>		
(Last)	(First)	(Middle)
399 PARK AVENUE, 32ND FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

- Includes 3,192,875 Shares directly owned by Sachem Head LP ("SH"), 3,982,125 Shares directly owned by Sachem Head Master LP ("SHM") and 5,715,000 Shares directly owned by SH Sagamore Master II Ltd. ("Sagamore Master II" and, together with SH and SHM, the "Sachem Head Funds"). The principal business of Sachem Head is to serve as investment advisor to certain affiliated funds, including the Sachem Head Funds. The principal business of SH Management is to serve as the sole general partner of Sachem Head. The principal business of Sachem Head GP is to serve as the general partner of certain affiliated funds, including SH and SHM. The principal occupation of Scott D. Ferguson is to serve as the managing partner of Sachem Head and the managing member of SH Management and Sachem Head GP.
- Each of Sachem Head, as the investment adviser to the Sachem Head Funds, SH Management, as the sole general partner of Sachem Head, and Scott Ferguson, as the managing partner of Sachem Head, may be deemed to beneficially own 12,890,000 Shares directly owned by the Sachem Head Funds. As the general partner of SH and SHM, Sachem Head GP may be deemed to beneficially own 7,175,000 Shares directly owned by SH and SHM. Each of Sachem Head, SH Management, Sachem Head GP and Scott Ferguson disclaims beneficial ownership of the securities reported hereon for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended, except to the extent of its or his pecuniary interest therein, if any.
- SH directly owned 2,147,125 American-style call options (the "Call Options"), SHM directly owned 2,677,875 Call Options and Sagamore Master II directly owned 4,365,000 Call Options. On December 1, 2015, each of the Sachem Head Funds exercised all of its respective Call Options, and thereby acquired 2,147,125 Shares, 2,677,875 Shares and 4,365,000 Shares, respectively.
- SH directly wrote 2,147,125 European-style put options (the "Put Options"), SHM directly wrote 2,677,875 Put Options and Sagamore Master II directly wrote 4,365,000 Put Options. On December 1, 2015, upon exercise by each of the Sachem Head Funds of all of its respective Call Options, all of the Put Options terminated in accordance with their terms.
- The exercise price of the Call Options was \$30.00.
- The Call Options were acquired between October 9, 2015 and November 4, 2015 and were exercisable on the date of acquisition.

**Remarks:**

The Reporting Persons are filing this report because each of the Reporting Persons is a member of a Section 13(d) group with Eminence Capital, LP and certain other entities as disclosed in a Schedule 13D filed on behalf of the Reporting Persons on November 16, 2015 (the "November 16 13D"). As of November 13, 2015, the members of this Section 13(d) group collectively owned more than 10% of the Issuer's outstanding Shares. The securities reported herein do not include any securities held by the Eminence Persons (as defined in the November 16 13D). The Reporting Persons disclaim any pecuniary interest in the securities held by the Eminence Persons.

<a href="#">/s/ Michael D. Adamski, as General Counsel</a>	<a href="#">12/02/2015</a>
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<a href="#">/s/ Michael D. Adamski, as General Counsel</a>	<a href="#">12/02/2015</a>
<a href="#">/s/ Michael D. Adamski, as Attorney-in-Fact</a>	<a href="#">12/02/2015</a>
** 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.