**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

1. Name and Address of Reporting Person*  
   MILLIGAN STEPHEN D  
   ONE MARKET, SUITE 400  
   SAN FRANCISCO, CA 94105

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

5. Relationship of Reporting Person(s) to Issuer  
   X Director  
   10% Owner

3. Date of Earliest Transaction (Month/Day/Year)  
   06/21/2023

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

4. If Amendment, Date of Original Filed (Month/Day/Year)  
   06/21/2023

   Form filed by More than One Reporting Person

   Rule 10b5-1(c) Transaction Indication  
   Check this box if no longer subject to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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**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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 5, 6 and 7)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5 and 6)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4, 5 and 6)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4, 5 and 6)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/21/2023</td>
<td></td>
<td>A</td>
<td>$0</td>
<td>1,634,000</td>
<td>D</td>
<td>By Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/21/2023</td>
<td></td>
<td>A</td>
<td>$0</td>
<td>1,634,000</td>
<td>D</td>
<td>By Trust</td>
</tr>
</tbody>
</table>

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

<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. Date 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, 5 and 6)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4, 5 and 6)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4, 5 and 6)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></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 are Restricted Stock Units granted pursuant to the Director Compensation Policy and under the 2022 Equity Incentive 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 1,634 shares of unvested Restricted Stock Units.

3. The Reporting Person is entitled to receive one share of Common Stock for each Restricted Stock Unit. These Restricted Stock Units, which are granted annually pursuant to the Director Compensation Policy and under the 2022 Equity Incentive Plan, vest on the date of the next annual meeting.

4. The total securities beneficially owned includes 1,634 shares of unvested Restricted Stock Units.

**Remarks:**

Melissa Hoge, Attorney-in-Fact for  
Stephen D. Milligan  
06/23/2023

**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.
POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Autodesk, Inc. (the "Company"), hereby constitutes and appoints Ruth Ann Keene, Amanda Riley, Blair Markovic, Kate Perkins, Melissa Hoge, Andrew Chew, and each of them, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Form ID (and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission) and Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

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 holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this ___ day of ______________, 2022.

7/6/2022

Signature: [Signature]

Print Name: Stephen D. Milligan