FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								
Estimated average b	urden								

0.5

hours per response:

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

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* BECKER JAN						2. Issuer Name and Ticker or Trading Symbol AUTODESK INC [ADSK]								heck a	l applicable) Director		erson(s) to Is	
(Last) (First) (Middle) 111 MCINNIS PKWY					3. Date of Earliest Transaction (Month/Day/Year) 03/11/2016										below)	elow) below		(specify
(Street) SAN RAFAEL CA 94903 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)									ne)	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Tab	le I - No	n-Deriv	ative	Se	curitie	es Acc	quired,	Dis	posed o	f, or	Ben	eficia	lly O	wned			
Date					Execution Date, if any			Transaction Disposed Of (D) (Instr. 3 Code (Instr. 5)				(A) or 3, 4 an	d S	Securities Seneficially Owned Following	Fo (D	rm: Direct) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									v	Amount (A		A) or D)	Price	т	ransaction(s)			(111511. 4)
Common Stock 03/11/					2016			F ⁽¹⁾		13,830		D \$		61	92,057 ⁽²⁾		D	
	Т													/ Owi	ned			
or Exercise Price of	Exercise (Month/Day/Year) ce of rivative		n Date, ay/Year)			r. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration			Amour or Number of			Deriva Securi	tive derivative Securities 5) Beneficiall Owned Following Reported	у	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	ER JAN (INNIS PK) FAEL (Conversion or Exercise Price of Derivative	(First) NNIS PKWY FAEL CA (State) Tab Security (Instr. 3) Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) NNIS PKWY FAEL CA 94903 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) [Any (Month/D)]	(First) (Middle) NNIS PKWY FAEL CA 94903 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/D Stock Table II - Derivati (e.g., pt 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) NNIS PKWY FAEL CA 94903 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Yea Stock Table II - Derivative S (e.g., puts, c) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (First) (Middle) NNIS PKWY Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (e.g., puts, calls (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8)	(First) (Middle) NNIS PKWY FAEL CA 94903 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction Date (month/Day/Year) 3. Date of Earlies (3/11/2016) 4. If Amendment Executio if any (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies (3/11/2016) 4. If Amendment Executio if any (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies (3/11/2016) 4. If Amendment Execution if any (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies (3/11/2016) 4. If Amendment Execution if any (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies (3/11/2016) 4. If Amendment Execution if any (Month/Day/Year) (Month/Day/Year)	AUTODESK IN (First) (Middle) NNIS PKWY FAEL CA 94903 (State) (Zip) Table I - Non-Derivative Securities Accurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3. Date of Earliest Trans 03/11/2016 4. If Amendment, Date of Execution Date, (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Trans 03/11/2016 4. If Amendment, Date of Execution Date, (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Trans 03/11/2016 4. If Amendment, Date of Execution Date, (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5)	(First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Month/Day/Year) (Stock 03/11/2016 2A. Deemed Execution Date (Month/Day/Year) 3B. Transaction (Month/Day/Year) 2A. Deemed Execution Date (Month/Day/Year) 3B. Deemed Execution Date (Month/Day/Year) 3B. Deemed Execution Date, (Month/Day/Year)	(First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Distensive Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Distensive Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Distensive Month/Day/Year) (E. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year)	AUTODESK INC [ADSK] (First) (Middle) NNIS PKWY Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Code (Instr. 3)) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security AUTODESK INC [ADSK] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day Transaction Date, (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration	AUTODESK INC [ADSK] (First) (Middle) NNIS PKWY 3. Date of Earliest Transaction (Month/Day/Year) 03/11/2016 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 1. Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security 2. Conversion or Exercise Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Date Exercisable and Expiration Date (Month/Day/Year) Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	AUTODESK INC [ADSK] (First) (Middle) NNIS PKWY Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficeurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Benefice.9, puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Benefice.9, puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 8) Amount (A) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Amount (D)	(First) (Middle) NNIS PKWY 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Fransaction (Month/Day/Year) (Month/Day/Year) Stock Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Honth/Day/Year) (A) or (A) or (A) or (B) or (Code (Instr. 3) 3. Transaction Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction (Month/Day/Year) (A) or (B) or (Code (Instr. 3) 3. Transaction (Month/Day/Year) (A) or (B) or (C) (Instr. 3) 3. Transaction (Month/Day/Year) (A) or (B) or (C) (Instr. 3) (B) Date (Month/Day/Year) (C) Date (Month/Day	(Check a X X X X X X X X X X X X X X X X X X	AUTODESK INC [ADSK] (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (A) Or Person filed by Original Filed (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock (Day-Racation Date, If any Original Filed (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock (Day-Racation Date, If any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/	AUTODESK INC [ADSK]	AUTODESK INC [ADSK] (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (A If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/

Explanation of Responses:

- Shares withheld to cover taxes.
- $2. \ The \ total \ securities \ beneficially \ owned \ includes \ 28,158 \ shares \ of \ unvested \ restricted \ stock \ units.$

Remarks:

Andy Sewell, Attorney-in-Fact for Jan Becker

03/15/2016

** 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.