**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**

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1. **Name and Address of Reporting Person**
   - Clifford Deborah
   - 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)**
   - 03/25/2022

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 03/25/2022

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - Other (specify below)
   - EVP, Chief Financial Officer

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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. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/25/2022</td>
<td></td>
<td>A</td>
<td>2,660 A</td>
<td>$0</td>
<td>17,342 (2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/25/2022</td>
<td></td>
<td>A</td>
<td>1,319 D</td>
<td>$123.05</td>
<td>16,023 (2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/25/2022</td>
<td></td>
<td>A</td>
<td>1,011 D</td>
<td>$123.05</td>
<td>15,012 (4)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/28/2022</td>
<td></td>
<td>A</td>
<td>1,820 D</td>
<td>$212.3</td>
<td>13,192 (4)</td>
<td>D</td>
</tr>
</tbody>
</table>

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### 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)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>-------------------------------------------</td>
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</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents shares earned based upon attainment for Performance Stock Unit awards. 2,660 shares subject to one PSU vested on attainment on 03/25/2022.
2. The total securities beneficially owned includes 5,121 shares of unvested Restricted Stock Units.
3. Shares withheld to cover taxes.
4. The total securities beneficially owned includes 8,863 shares of unvested Restricted Stock Units.
5. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 05/28/2021.

**Remarks:**

Melissa Hoge, Attorney-in-Fact for Deborah Clifford

03/29/2022

**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.