UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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
   Smith Stacy J
   111 MCINNIS PKWY
   SAN RAFAEL CA 94903

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

3. Date of Earliest Transaction (Month/Day/Year)
   06/18/2021

4. If Amendment, Date of Original Filed
   06/18/2021

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

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

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

| 2. Title of Security (Instr. 3) | 5. Number of Securities Acquired (A) or Disposed Of (D) (Instr. 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. 3) | 9. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 6)
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Common Stock | A(1) | 06/18/2021 | 06/18/2021 | | | |
Common Stock | A(1) | 06/18/2021 | 06/18/2021 | | | |

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

| 1. Title of Derivative Security (Instr. 2) | 2. Conversion or Exercise Date (Month/Day/Year) | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 3) | 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 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. 3) | 9. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 6) | 11. Nature of Indirect Beneficial Ownership (Instr. 7)
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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 657 shares of unvested Restricted Stock Units and 2,625 shares of 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 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.

4. 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 under the 2012 Outside Directors' Stock Plan, vest on the date of the next annual meeting.

5. The total securities beneficially owned includes 1,570 shares of unvested Restricted Stock Units and 2,625 shares of Restricted Stock Units the distribution of which the reporting person has deferred under the 2012 Outside Directors' Stock Plan.

Reminders:

- 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 5 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 Pascal W. Di Fronzo, as its 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 timely filings with the Securities and Exchange Commission, any securities exchange or national association in which the Company's securities are listed for trading); and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association in which the Company's securities are listed for trading.

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.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of October, 2020.

Signature:/s/ Stacy J. Smith
Print Name: STACY J. SMITH