FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
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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(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person*																Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 111 MCINNIS PKWY						3. Date of Earliest Transaction (Month/Day/Year) 06/12/2019										Offic	er (give title	Othe	Owner or (specify w)		
(Street) SAN RAFAEL CA 94903 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person						
		Tabl	e I - No	n-Deriv	ative	Sec	uritie	s Acc	uired,	Dis	posed	of, c	or Be	nefici	ially O	vne	ed				
Date			Date	ite		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr.						4 and 5) Se Be Ov		ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership			
										v	Amount		(A) or (D)	Price	Transaction(c)			(Instr. 4)			
Common Stock				06/12				A <sup>(1)</sup>		549		A	\$13	6.61	1 5,061 <sup>(2)</sup>		D				
Common Stock					06/12/2019						1,526		A	\$0	0.00 6,587 <sup>(4)</sup>		,587 <sup>(4)</sup>	D			
Stock																By Trust					
		Та														ed					
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	Execution Date y/Year) if any		4. Transaction Code (Instr. 8)		of		Expiration	е	An Se Un De Se	and 4)		Derivat Securit	erivative ecurity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Stock Stock Stock Stock Stock	(First NNIS PKW)  FAEL CA  (State Security (Instruction of Exercise Price of Derivative)	(First) ( NNIS PKWY  FAEL CA ( State) (  Table Security (Instr. 3)  Stock  Stock  Stock  Table Security (Instr. 3)	(First) (Middle)  NNIS PKWY  FAEL CA 94903  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock  Stock  Stock  Table II -  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  Price of Derivative (Month/Day/Year)	(First) (Middle)  NNIS PKWY  FAEL CA 94903  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transa Date (Month/D  Stock 06/12  Stock 06/12  Stock 12  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  Stock  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security (Instr. 3)  AU  3. Date (Month/Day/Year)  4. Transaction Date (Instr. 3)  3. Transaction Date (Instr. 3)  3. Transaction Date (Instr. 3)  3. Transaction Date (Instr. 3)  4. Transaction Date (Instr. 3)  Code (Instr. 3)	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Sec  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Secur (e.g., puts, calls, calls, price of Derivative Secur (Month/Day/Year)  2. Table II - Derivative Secur (e.g., puts, calls, calls, code (Instr. 8)	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities  Security (Instr. 3)  Stock  Stock  Table II - Derivative Securities (e.g., puts, calls, warrance of Derivative Security (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warrance of Derivative Security (Month/Day/Year)  AUTODES  3. Date of Earlies 06/12/2019  4. If Amendment,  2A. Deemed Execution if any (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warrance)  (e.g., puts, calls, warrance)  Transaction Code (Instr. 8)  Security (Instr. 3)  AUTODES  3. Date of Earlies 06/12/2019  4. If Amendment,  Autodoc, 12/2019  4. If Amendment,  12 A. Deemed Execution Date, if any (Month/Day/Year)  Security (Instr. 3)	CHRREID JR  (First) (Middle)  NNIS PKWY   Table I - Non-Derivative Securities According for any (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, puts of Derivative Security  Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	AUTODESK INC [ AI  (First) (Middle)  NNIS PKWY   Table I - Non-Derivative Securities Acquired, (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  2. Transaction Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security  3. Date of Earliest Transaction (Mof/12/2019)  4. If Amendment, Date of Original Execution Date, if any (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year)  2. Conversion of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 (Month/Day/Year))  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Execution Date, if any (Month/Day/Year)  3. Transaction Date (E.g., puts, calls, warrants, option (Month/Day/Year)  4. Stock  5. Number of Privative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 (Month/Day/Year))	AUTODESK INC [ ADSK  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Distentify (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Distentify (Month/Day/Year)  (Stock 06/12/2019	AUTODESK INC [ADSK]  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Month/Day/Year)  (Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)	AUTODESK INC [ADSK]  (First) (Middle)  NNIS PKWY   3. Date of Earliest Transaction (Month/Day/Year) 06/12/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or [Additional Code (Instr. 3)]  2. Transaction Date [Month/Day/Year] (Month/Day/Year)  (Month/Day/Year)  AUTODESK INC [ADSK]  3. Date of Earliest Transaction (Month/Day/Year) 06/12/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  Execurity (Instr. 3)  2. Transaction Date [Month/Day/Year] (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Securities Acquired (Instr. 8)  Code V Amount  A(1) 549  A(3) 1,526  Stock  Table II - Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible (Month/Day/Year)  [A (1) 549  A(1) 549  A(1) 549  A(1) 549  A(2) Amount  A(3) 1,526  Amount  A(4) Amount  A(7) Amount  A(8) Amount  A(9) Amount  A(1) Amount  A(1	AUTODESK INC [ADSK]  (First) (Middle)  NNIS PKWY   Table I - Non-Derivative Securities Acquired, Disposed of, or Bele (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instring Acquired)  Execurity (Instr. 3) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock 06/12/2019 A(1) 549 A  Stock 06/12/2019 A(3) 1,526 A  Stock 106/12/2019 A(3) 1,5	AUTODESK INC [ ADSK ]  (First) (Middle)  NNIS PKWY   3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Stock  Definition of Exercise Acquired (A) or Date (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3, 4 and 5)  AUTODESK INC [ ADSK ]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  A Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  A Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  A Stock  A UTODESK INC [ ADSK ]  3. Date of Earliest Transaction (Month/Day/Year)  2. Transaction (Month/Day/Year)  A Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  A Stock  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  A Stock  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  A Stock  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	(Check all X Code (Instr. 3)    Code   V   Amount   (A) or   Price   (Instr. 3)   (E.g., puts, calls, warrants, options, convertible securities)   Code   Stock   (D.g., puts, calls, warrants, options, convertible securities   (Month/Day/Year)   (B.g., puts, calls, warrants, options, convertible securities   (Month/Day/Year)   (Month/D	AUTODESK INC [ ADSK ]  (First) (Middle)  NNIS PKWY  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  06/12/2019  A(1) 549 A \$13.6.61 5  Stock  06/12/2019  A(3) 1,526 A \$0.00 6  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Check all app. X Direct Office O	AUTODESK INC   ADSK   Check all applicable   X Director Officer (give title below)	AUTODESK INC [ ADSK ]  (Check all applicable) X Director 10% Officer (give title below) Officer (give		

## **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 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.

Exercisable

Expiration

- $2. \ The \ total \ securities \ beneficially \ owned \ includes \ 549 \ shares \ of \ unvested \ Restricted \ Stock \ Units.$
- 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 under the 2012 Outside Directors' Stock Plan, vest on the date of the next annual meeting.
- $4. \ The \ total \ securities \ beneficially \ owned \ includes \ 2,075 \ shares \ of \ unvested \ Restricted \ Stock \ Units.$
- 5. Shares held indirectly through an irrevocable trust. The Reporting Person disclaims beneficial ownership to the extent of his pecuniary interest.

Code

(A) (D)

## Remarks:

Alan Smith, Attorney-in-Fact for Reid R. French, Jr. 06/13/2019

\*\* Signature of Reporting Person D

Number

of Shares

Title

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.