

Anagnost Andrew  
Form 4  
March 30, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Anagnost Andrew

(Last) (First) (Middle)

111 MCINNIS  
PARKWAY, AUTODESK, INC.

(Street)

SAN RAFAEL, CA 94903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AUTODESK INC [ADSK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/29/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount (A) or (D) Price			
Common Stock	03/29/2018		S <sup>(1)</sup>	7,152	D	\$ 124.48 <sup>(2)</sup>	140,177 <sup>(3)</sup> <sup>(4)</sup>	D
Common Stock	03/29/2018		S <sup>(1)</sup>	8,147	D	\$ 125.18 <sup>(5)</sup>	132,030 <sup>(3)</sup>	D
Common Stock	03/29/2018		S <sup>(1)</sup>	2,100	D	\$ 126.41 <sup>(6)</sup>	129,930 <sup>(3)</sup>	D
Common Stock	03/29/2018		S <sup>(1)</sup>	3,100	D	\$ 127.34	126,830 <sup>(3)</sup>	D

(7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anagnost Andrew 111 MCINNIS PARKWAY AUTODESK, INC. SAN RAFAEL, CA 94903	X		President and CEO	

## Signatures

Andy Sewell, Attorney-in-Fact for Andrew Anagnost 03/30/2018

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 3/6/17.
- (2) Shares were sold in various amounts from \$123.90 to \$124.89 inclusive. The price listed here reflects the average weighted price.
- (3) The total securities beneficially owned includes 98,287 shares of unvested Restricted Stock Units.
- (4) Includes shares acquired in March 2018 pursuant to the Issuer's Employee Stock Purchase Plan.

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- (5) Shares were sold in various amounts from \$124.90 to \$125.80 inclusive. The price listed here reflects the average weighted price.
- (6) Shares were sold in various amounts from \$125.92 to \$126.90 inclusive. The price listed here reflects the average weighted price.
- (7) Shares were sold in various amounts from \$126.95 to \$127.93 inclusive. The price listed here reflects the average weighted price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.