

AUTODESK INC  
Form 4  
March 14, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ferguson Scott D.

(Last) (First) (Middle)

399 PARK AVENUE, 32ND  
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

AUTODESK INC [ADSK]

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

03/11/2016

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)

See Remarks

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 ("Shares")	03/11/2016		A	8,042 (1)	A \$ 0 8,042	D (2)	

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  
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number.**

SEC 1474  
(9-02)

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**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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ferguson Scott D. 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022	X	X		See Remarks
Sachem Head Capital Management LP 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		See Remarks
Uncas GP LLC 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		See Remarks
Sachem Head GP LLC 399 PARK AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		See Remarks

## Signatures

/s/ Michael D. Adamski, as  
Attorney-in-Fact  
03/14/2016  
\*\*Signature of Reporting Person Date

/s/ Michael D. Adamski, as General  
Counsel  
03/14/2016  
\*\*Signature of Reporting Person Date

/s/ Michael D. Adamski, as General  
Counsel  
03/14/2016  
\*\*Signature of Reporting Person Date

/s/ Michael D. Adamski, as General  
Counsel

03/14/2016

\_\_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) Scott D. Ferguson was granted an initial grant of 8,042 restricted stock units, as determined by dividing \$450,000 by the closing price of the Issuer's common stock on the date of the grant. Mr. Ferguson is entitled to receive one share of the Issuer's common stock for each restricted stock unit. These restricted stock units are granted pursuant to the 2012 Outside Directors' Stock Plan, and vest as to approximately one-third of the shares on an annual basis over a three-year period beginning on March 10, 2016.
  - (2) Pursuant to an arrangement between Mr. Ferguson and Sachem Head Capital Management LP ("Sachem Head"), the restricted stock units are held by Mr. Ferguson for the benefit of Sachem Head. Such units are included as directly beneficially owned by Mr. Ferguson, but may also be deemed to be beneficially owned by Sachem Head as a result of such arrangements. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.

### Remarks:

As described in Amendment No. 2 to the Schedule 13D filed by the Reporting Persons on March 11, 2016, on March 10, 2016

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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