Autodesk to Acquire Constructware; Reinforces Commitment to Collaborative Project Management Delivered On-demand

February 7, 2006

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    Acquisition to Accelerate Autodesk's Ability to Deliver Comprehensive
           Solutions for the Building and Construction Industries
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SAN RAFAEL, Calif., Feb. 7 /PRNewswire-FirstCall/ -- Autodesk, Inc. (Nasdaq: ADSK) today announced it has signed a definitive agreement to acquire Constructware for $46 million USD in cash, subject to a working capital adjustment. Constructware, privately held and based in Alpharetta, Georgia, provides on-demand communication and collaboration solutions that streamline design, construction and facility project management. Expected to close in March 2006, the acquisition enables Autodesk to rapidly expand its collaborative project management solution, Autodesk(R) Buzzsaw(R), with Constructware's industry leading cost, bid and risk management capabilities. The acquisition, which is subject to various closing conditions, will allow Autodesk to more completely meet the needs of its customers and supports its strategy to deliver collaborative project management solutions on-demand.

(Logo: http://www.newscom.com/cgi-bin/prnh/20050415/SFF034LOGO)

"Increasingly, we are seeing demand from our customers to offer a complete, integrated solution for building and construction project lifecycles," said Amar Hanspal, vice president of Autodesk Collaborative Solutions. "Constructware's strong presence among general contractors and their proven product offerings complements our collaborative project management solutions and reinforces our commitment to delivering industry leading on-demand solutions for the building and construction industries."

Constructware, founded in 1994, is a nationally recognized provider of collaborative technology solutions for the construction industry. Its products have been adopted by over 29,000 users and include Constructware ASP and Constructware for the Subcontractor. The company is well established in the construction industry with general- and sub-contractors and has demonstrated significant traction in the public sector among government and education organizations. This is complementary to Autodesk Buzzsaw's customer base in home building, and the retail and hospitality segments of the commercial real estate market.

Autodesk Buzzsaw is a leading collaborative project management solution with over 137,000 users from mid-size companies to Fortune 500 companies. Autodesk plans to invest in supporting, enhancing and integrating the Constructware products with Autodesk's collaborative project management solution, Buzzsaw, and design applications including Revit and Civil 3D. Our joint commitment to working closely with customers and understanding market requirements will ensure that we develop and deliver a comprehensive collaborative project management solution that meets the requirements of customers and markets served by both companies.

"Autodesk and Constructware have always shared a common vision of fulfilling customer requirements as they pertain to the building lifecycle, and our customers should expect the combined organization to accelerate delivery of stronger, integrated and more complete industry-leading products, solutions and services to meet that vision," said Scott Unger, president and chief executive officer of Constructware. "Autodesk has a proven history in the building technology market and has consistently innovated to meet the needs of the building and construction industries. This acquisition will benefit both Constructware's customers and the construction industry as a whole."

Business Outlook

Targeted non-GAAP EPS for this transaction, which excludes in-process R&D expenses and the amortization of acquisition related intangibles is expected to have no impact on earnings in fiscal 2007. Autodesk is currently unable to provide estimates of the future impact of this transaction on GAAP earnings per share.

About Autodesk

Autodesk, Inc. is wholly focused on ensuring that great ideas are turned into reality. With over seven million users, Autodesk is the world's leading software and services company for the building, manufacturing, infrastructure, media and entertainment and wireless data services fields. Autodesk's solutions help customers create, manage and share their data and digital assets more effectively. As a result, customers turn ideas into competitive advantage by becoming more productive, streamlining project efficiency and maximizing profits.

Founded in 1982, Autodesk is headquartered in San Rafael, California. For additional information about Autodesk, please visit www.autodesk.com.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the impact of the acquisition on Autodesk's earnings, product offerings and the performance of its business. Factors that could cause actual results to differ materially include the following: difficulties encountered in integrating merged businesses; uncertainties as to the timing of the acquisition; the satisfaction of closing conditions to the transaction; whether certain market segments grow as anticipated; the competitive environment in the software industry and competitive responses to the proposed acquisition; and whether the companies can successfully develop new products and the degree to which these gain market acceptance.

Further information on potential factors that could affect the financial results of Autodesk are included in the company's report on Form 10-K for the year ended January 31, 2005 and Form 10-Q for the quarter ended October 31, 2005 which are on file with the Securities and Exchange Commission.

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    Contact:      Jennifer Giles, 415-547-2458
    Email:        Jennifer.Giles@autodesk.com
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Investors
Contact:  Sue Pirri, 415-507-6467
Email:         sue.pirri@autodesk.com
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SOURCE Autodesk, Inc.
CONTACT:
Jennifer Giles,
+1-415-547-2458,
or Jennifer.Giles@autodesk.com,
or Investors,
Sue Pirri,
+1-415-507-6467,
or sue.pirri@autodesk.com, both of Autodesk.
/Web site: http://www.autodesk.com
(ADSK)