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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

FEBRUARY 22, 2005

AUTODESK, INC.

(Exact name of registrant as specified in its charter)

Delaware	000-14338	94-2819853
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

111 McInnis Parkway
San Rafael, California 94903

(Address of principal executive offices, including zip code)

(415) 507-5000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On February 22, 2005, Autodesk, Inc. issued a press release reporting its results for the three months and fiscal year ended January 31, 2005. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) EXHIBITS.

EXHIBIT NO.	DESCRIPTION
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99.1	Press Release, dated as of February 22, 2005, entitled "Autodesk Fiscal 2005 Revenues Increase 30 Percent; GAAP EPS Increases 73 Percent."

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AUTODESK, INC.

By: /s/ Alfred J. Castino

Alfred J. Castino
Senior Vice President and
Chief Financial Officer

Date: February 22, 2005

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Press Release, dated as of February 22, 2005, entitled "Autodesk Fiscal 2005 Revenues Increase 30 Percent; GAAP EPS Increases 73 Percent."

AUTODESK FISCAL 2005 REVENUES INCREASE 30 PERCENT

GAAP EPS Increases 73 Percent

SAN RAFAEL, Calif., Feb. 22 /PRNewswire-FirstCall/ -- Autodesk Inc. (Nasdaq: ADSK) today announced financial results for its fourth fiscal quarter ended January 31, 2005. For the fourth quarter, Autodesk reported net revenues of \$356 million, a 21 percent increase over \$295 million reported in the fourth quarter of the prior year.

Fourth quarter net income increased to \$66 million on a GAAP basis, compared to \$58 million in the prior year. GAAP EPS was \$0.26 per diluted share compared to \$0.24 in the prior year. Fourth quarter GAAP net income included a \$12 million pre-tax restructuring charge. In the fourth quarter of the prior year, GAAP net income included a tax benefit of \$7 million and a \$3 million pre-tax restructuring charge. Excluding these items, pro-forma net income for the fourth quarter was \$75 million, compared to \$53 million in the prior year. Pro-forma EPS per diluted share was \$0.30 in the fourth quarter, and \$0.22 in the fourth quarter of the prior year.

"Autodesk executed flawlessly again this quarter," said Carol Bartz, Autodesk chairman and CEO. "We had an outstanding year, exceeding all of our financial projections. Our results demonstrate that our strategies are working, our product portfolio is strong, and our customers are satisfied."

Autodesk's performance was driven by strong growth in revenues from new seats and subscriptions, increasing penetration of its 3D products, and continued improvement in productivity and efficiency.

Fourth quarter revenues from new commercial seats increased 46 percent over the prior year, as customers continued to respond to the innovation, quality, easy implementation, ease of use and quick ROI of Autodesk products. Revenues from new commercial seats of AutoCAD(R) increased 56 percent over the prior year.

Full year combined revenues from subscriptions and upgrades increased 26 percent over fiscal 2004. Consistent with company strategy, subscription revenues, which are labeled as maintenance on the financial statements, grew faster than upgrades, increasing 54% over last year. Upgrade revenues increased 12 percent over fiscal 2004. Combined revenues from subscriptions and upgrades continue to represent approximately one-third of total annual revenues.

The company's 3D products continue to increase their market share. In the fourth quarter of fiscal 2005, revenues from Autodesk Inventor(R)Series, Autodesk Inventor Professional, Autodesk Revit(R), Autodesk AutoCAD Revit Series, Autodesk Map(R) 3D and Autodesk Civil 3D(TM), increased 49 percent over the prior year. For the fourth consecutive year, the Inventor product line was the world's best selling mechanical design software.

Autodesk continued to demonstrate progress in improving its profitability. Fourth quarter GAAP operating margins increased 2 percentage points over the prior year to 22 percent. Pro-forma operating margins increased 4 percentage points over the prior year to 25 percent.

"We are very optimistic about the coming year and therefore are raising our guidance," said Bartz. "In March, we will launch the strongest product portfolio in the company's history, including significant new releases of all of our major products. Our 3D products continue to increase penetration and market awareness of our lifecycle management solutions is growing. We remain firmly committed to continuous improvements in productivity. I have never been more enthusiastic about Autodesk's opportunities."

Full Year Fiscal Review

Fiscal 2005 revenues increased 30 percent over last year to \$1.234 billion. Net income for fiscal 2005 increased to \$222 million on a GAAP basis, compared to \$120 million last year. GAAP EPS was \$0.90 per diluted share compared to \$0.52 for fiscal 2004. GAAP net income includes tax benefits totaling \$24 million, as well as pre-tax restructuring charges of \$27 million. Fiscal 2004 GAAP net income included tax benefits totaling \$27 million and a \$3 million pre-tax restructuring charge. Excluding these items, pro-forma net income for fiscal 2005 was \$218 million and \$96 million in the prior year. Pro-forma EPS per diluted share was \$0.88 in fiscal 2005 and \$0.42 in the prior year. Once again, GAAP net income was higher than pro-forma.

A reconciliation of the above non-GAAP net income and EPS amounts to the corresponding GAAP net income and EPS amounts is provided at the end of this press release.

Business Outlook

The following statements are forward looking statements which are based on current expectations and which involve risks and uncertainties some of which are set forth below.

First Quarter Fiscal 2006

Net revenues for the first quarter of fiscal 2006 are currently expected to be in the range of \$335 million to \$345 million. GAAP earnings per diluted share are currently expected to be in the range of \$0.26 to \$0.28.

Second Quarter Fiscal 2006

Net revenues for the second quarter of fiscal 2006 are currently expected to be in the range of \$330 million to \$340 million. Operating expenses are expected to increase in the second quarter due to increasing investments in growth initiatives. GAAP earnings per diluted share are currently expected to be in the range of \$0.21 to \$0.23.

Full Year Fiscal 2006

For fiscal year 2006, net revenues are currently expected to be in the range of \$1,360 million to \$1,410 million. GAAP earnings per diluted share are currently expected to be in the range of \$1.05 to \$1.10. Guidance for fiscal year 2006 does not take into account the impact of expected required stock option expensing.

All fiscal 2006 EPS guidance ranges are based on the new 20 percent estimated effective tax rate. The company believes its effective tax rate will revert back to the historical effective tax rate of approximately 24 percent in fiscal year 2007.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements in the paragraphs under "Business Outlook" above, statements regarding our expected effective tax rate and other statements regarding our anticipated performance. Factors that could cause actual results to differ materially include the following: general market and business conditions, changes in accounting rules, particularly related to stock option expensing, failure to achieve sufficient sell-through in our channels for new or existing products, failure of key new applications to achieve anticipated levels of customer acceptance, pricing pressure, failure to achieve anticipated cost reductions and productivity increases, delays in the release of new products and services, failure to achieve continued success in technology advancements, changes in foreign currency exchange rates, failure to successfully integrate new or acquired businesses, the financial and business condition of our reseller and distribution channels, renegotiation or termination of royalty or intellectual property arrangements, failure to achieve continued migration from 2D products to 3D products, failure to grow lifecycle management or collaboration products, and unanticipated impact of accounting for technology acquisitions.

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, 2004, and Form 10-Q for the quarter ended October 31, 2004, which are on file with the Securities and Exchange Commission.

Autodesk will host its fourth quarter earnings announcement today at 5:00 p.m. Eastern Time. The live announcement may be accessed at 800-291-9234 (passcode: 25553104). An audio webcast will also be available beginning at 5:00 p.m. Eastern Time at www.autodesk.com/investor. A replay of this webcast will be maintained on our website for at least twelve months.

About Autodesk

Autodesk, Inc. is wholly focused on ensuring that great ideas are turned into reality. With more than six million users, Autodesk is the world's leading software and services company for the building, manufacturing, infrastructure, digital media, 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.

NOTE: Autodesk, AutoCAD, Autodesk Inventor, Autodesk Map, Civil 3D and Revit are either trademarks or registered trademarks of Autodesk, Inc., in the United States and/or other countries. All other brand names, product names, or trademarks belong to their respective holders.

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Autodesk, Inc.
 Consolidated Statements of Income
 (In thousands, except per share data)

	Three Months Ended January 31,		Year Ended January 31,	
	2005	2004	2005	2004
	(Unaudited)		(Unaudited)	(Audited)
Net revenues:				
License and other	\$ 303,704	\$ 262,119	\$ 1,057,108	\$ 836,737
Maintenance	52,451	33,191	176,659	114,906
Total net revenues	356,155	295,310	1,233,767	951,643
Costs and expenses:				
Cost of license and other revenues	39,561	32,535	152,446	132,727
Cost of maintenance revenues	4,400	4,696	16,997	15,401
Marketing and sales	134,435	115,652	461,932	393,234
Research and development	63,239	55,102	239,404	209,349
General and administrative	24,559	26,393	101,415	91,512
Restructuring	11,811	3,183	26,700	3,183
Total costs and expenses	278,005	237,561	998,894	845,406
Income from operations	78,150	57,749	234,873	106,237
Interest and other income, net	4,059	8,812	11,455	16,959
Income before income taxes	82,209	66,561	246,328	123,196
Provision for income taxes	(16,441)	(8,961)	(24,820)	(2,880)
Net income	\$ 65,768	\$ 57,600	\$ 221,508	\$ 120,316
Basic net income per share	\$ 0.29	\$ 0.26	\$ 0.98	\$ 0.54
Diluted net income per share	\$ 0.26	\$ 0.24	\$ 0.90	\$ 0.52
Shares used in computing basic net income per share	227,821	222,929	227,036	222,993
Shares used in computing diluted net income per share	252,674	239,674	246,977	231,304

Autodesk, Inc.
Pro Forma Consolidated Statements of Income
(See pro forma adjustments listed in the tables below)
(In thousands, except per share data)

	Three Months Ended January 31,		Year Ended January 31,	
	----- 2005	----- 2004	----- 2005	----- 2004
	(Unaudited)		(Unaudited)	
Net revenues:				
License and other	\$ 303,704	\$ 262,119	\$ 1,057,108	\$ 836,737
Maintenance	52,451	33,191	176,659	114,906
Total net revenues	356,155	295,310	1,233,767	951,643
Costs and expenses:				
Cost of license and other revenues	39,561	32,535	152,446	132,727
Cost of maintenance revenues	4,400	4,696	16,997	15,401
Marketing and sales	134,435	115,652	461,932	393,234
Research and development	63,239	55,102	239,404	209,349
General and administrative	24,559	26,393	101,415	91,512
Total costs and expenses	266,194	234,378	972,194	842,223
Income from operations	89,961	60,932	261,573	109,420
Interest and other income, net	4,059	8,812	11,455	16,959
Income before income taxes	94,020	69,744	273,028	126,379
Provision for income taxes	(18,804)	(16,739)	(54,606)	(30,332)
Pro forma net income	\$ 75,216	\$ 53,005	\$ 218,422	\$ 96,047
Basic pro forma net income per share	\$ 0.33	\$ 0.24	\$ 0.96	\$ 0.43
Diluted pro forma net income per share	\$ 0.30	\$ 0.22	\$ 0.88	\$ 0.42
Shares used in computing basic pro forma net income per share	227,821	222,929	227,036	222,993
Shares used in computing diluted pro forma net income per share	252,674	239,674	246,977	231,304

THREE MONTHS ENDED JANUARY 31,		YEAR ENDED JANUARY 31,	
2005 (Unaudited)	2004 (Unaudited)	2005 (Unaudited)	2004 (Unaudited)

A reconciliation between operating expenses on a GAAP basis and pro forma operating expenses is as follows:

GAAP costs and expenses	\$ 278,005	\$ 237,561	\$ 998,894	\$ 845,406
Restructuring	(11,811)	(3,183)	(26,700)	(3,183)
Pro forma costs and expenses	\$ 266,194	\$ 234,378	\$ 972,194	\$ 842,223
A reconciliation between income from operations on a GAAP basis and pro forma income from operations is as follows:				
GAAP income from operations	\$ 78,150	\$ 57,749	\$ 234,873	\$ 106,237
Restructuring	11,811	3,183	26,700	3,183
Pro forma income from operations	\$ 89,961	\$ 60,932	\$ 261,573	\$ 109,420
A reconciliation between provision for income taxes on a GAAP basis and pro forma provision for income taxes is as follows:				
GAAP provision for income taxes	\$ (16,441)	\$ (8,961)	\$ (24,820)	\$ (2,880)
Income tax effect on restructuring at the normalized rate	(2,363)	(765)	(5,341)	(765)
Dividends received deduction benefit for prior fiscal years	--	--	(15,540)	--
Non-recurring tax benefit	--	(7,013)	(8,905)	(26,687)
Pro forma provision for income taxes	\$ (18,804)	\$ (16,739)	\$ (54,606)	\$ (30,332)
A reconciliation between net income on a GAAP basis and pro forma net income is as follows:				
GAAP net income	\$ 65,768	\$ 57,600	\$ 221,508	\$ 120,316
Restructuring	11,811	3,183	26,700	3,183
Income tax effect on restructuring at the normalized rate	(2,363)	(765)	(5,341)	(765)
Dividends received deduction benefit for prior fiscal years	--	--	(15,540)	--
Non-recurring tax benefit	--	(7,013)	(8,905)	(26,687)
Pro forma net income	\$ 75,216	\$ 53,005	\$ 218,422	\$ 96,047
A reconciliation between diluted net income per share on a GAAP basis and diluted pro forma net income per share is as follows:				
GAAP diluted net income per share	\$ 0.26	\$ 0.24	\$ 0.90	\$ 0.52
Restructuring	\$ 0.05	\$ 0.01	\$ 0.11	\$ 0.02
Income tax effect on restructuring at the normalized rate	\$ (0.01)	\$ --	\$ (0.02)	\$ --
Dividends received deduction benefit for prior fiscal years	\$ --	\$ --	\$ (0.07)	\$ --
Non-recurring tax benefit	\$ --	\$ (0.03)	\$ (0.04)	\$ (0.12)
Pro forma diluted net income per share	\$ 0.30	\$ 0.22	\$ 0.88	\$ 0.42

To supplement our consolidated financial statements presented on a GAAP basis, Autodesk uses pro forma measures of operating results, net income and net income per share, which are adjusted to exclude certain costs, expenses, gains and losses we believe appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of Autodesk's underlying operational results and trends and our marketplace performance. For example, the pro forma results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside of our core operating results. In addition, these adjusted pro forma results are among the primary indicators management uses as a basis for our planning and forecasting of future periods. The presentation of this additional information is not meant to be considered in isolation or as a substitute for net income or diluted net income per share prepared in accordance with generally accepted accounting principles in the United States.

Autodesk, Inc.
Consolidated Balance Sheets
(In thousands)

	JANUARY 31, 2005	JANUARY 31, 2004
	----- (Unaudited)	----- (Audited)
ASSETS:		
Current assets:		
Cash and cash equivalents	\$ 517,654	\$ 282,249
Marketable securities	15,038	81,275
Accounts receivable, net	196,827	166,816
Inventories	12,545	17,365
Deferred income taxes	14,250	25,410
Prepaid expenses and other current assets	25,483	24,137
Total current assets	781,797	597,252
Marketable securities	--	165,976
Computer equipment, software, furniture and leasehold improvements, at cost:		
Computer equipment, software and furniture	191,656	206,319
Leasehold improvements	32,586	34,526
Less accumulated depreciation	(154,676)	(174,371)
Net	69,566	66,474
Purchased technologies and capitalized software, net	9,319	19,378
Goodwill	166,628	160,094
Deferred income taxes, net	105,061	--
Other assets	9,833	7,986
	\$ 1,142,204	\$ 1,017,160
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable	\$ 46,234	\$ 52,307
Accrued compensation	144,145	92,830
Accrued income taxes	41,549	50,695
Deferred revenues	178,701	127,276
Other accrued liabilities	66,839	61,814
Total current liabilities	477,468	384,922
Deferred income taxes, net	--	7,849
Deferred revenues	15,528	--
Other liabilities	1,130	2,746
Stockholders' equity:		
Preferred stock	--	--
Common stock and additional paid-in capital	625,225	473,673
Accumulated other comprehensive loss	(2,843)	(4,754)
Deferred compensation	(269)	(451)
Retained earnings	25,965	153,175
Total stockholders' equity	648,078	621,643
	\$ 1,142,204	\$ 1,017,160

Autodesk, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands)

	January 31, 2005 ----- (Unaudited)	January 31, 2004 ----- (Audited)
Operating Activities		
Net income	\$ 221,508	\$ 120,316
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	51,949	50,292
Stock compensation expense	3,909	1,775
Net loss on fixed asset disposals	556	--
Write-downs of cost method investments	--	596
Tax benefits from employee stock plans	116,856	--
Restructuring related charges, net	9,212	3,183
Changes in operating assets and liabilities	(30,858)	43,921
Net cash provided by operating activities	373,132	220,083
Investing Activities		
Net (purchases) sales and maturities of available-for-sale marketable securities	230,674	(24,039)
Capital and other expenditures	(40,835)	(25,852)
Business combinations, net of cash acquired	(11,750)	(5,150)
Other investing activities	(2,449)	(3,951)
Net cash provided by (used in) investing activities	175,640	(58,992)
Financing activities		
Proceeds from issuance of common stock, net of issuance costs	242,225	115,401
Repurchases of common stock	(546,408)	(178,463)
Dividends paid	(13,566)	(13,408)
Net cash used in financing activities	(317,749)	(76,470)
Effect of exchange rate changes on cash and cash equivalents	4,382	11,251
Net increase in cash and cash equivalents	235,405	95,872
Cash and cash equivalents at beginning of year	282,249	186,377
Cash and cash equivalents at end of year	\$ 517,654	\$ 282,249
Supplemental cash flow information:		
Net cash paid (received) during the year for income taxes	\$ 16,517	\$ (19,329)

Fiscal Year 2005	QTR 1	QTR 2	QTR 3	QTR 4	YTD2005
Financial Statistics (in millions):					
Total net revenues	\$ 297.9	\$ 279.6	\$ 300.2	\$ 356.2	\$ 1,233.8
License and other revenues	\$ 260.5	\$ 238.5	\$ 254.5	\$ 303.7	\$ 1,057.1
Maintenance revenues	\$ 37.4	\$ 41.1	\$ 45.7	\$ 52.5	\$ 176.7
Gross Margin	86%	86%	86%	88%	86%
GAAP Operating Expenses	\$ 202.5	\$ 190.0	\$ 202.9	\$ 234.0	\$ 829.5
GAAP Operating Margin	18%	18%	18%	22%	19%
GAAP Net Income	\$ 42.5	\$ 39.2	\$ 74.1	\$ 65.8	\$ 221.5
GAAP Net Income Per Share (diluted) (6)	\$ 0.18	\$ 0.16	\$ 0.30	\$ 0.26	\$ 0.90
Pro Forma Operating Expenses (1) (2)	\$ 194.2	\$ 186.3	\$ 200.0	\$ 222.2	\$ 802.7
Pro Forma Operating Margin (1) (3)	21%	19%	19%	25%	21%
Pro Forma Net Income (1) (4)	\$ 51.3	\$ 44.2	\$ 47.7	\$ 75.2	\$ 218.4
Pro Forma Net Income Per Share (diluted) (1) (5) (6)	\$ 0.22	\$ 0.18	\$ 0.19	\$ 0.30	\$ 0.88
Total Cash and Marketable Securities	\$ 519.4	\$ 571.7	\$ 518.0	\$ 532.7	\$ 532.7
Days Sales Outstanding	43	51	50	50	50
Capital Expenditures	\$ 5.9	\$ 9.9	\$ 13.5	\$ 11.5	\$ 40.8
Cash from Operations	\$ 55.2	\$ 83.5	\$ 90.8	\$ 143.7	\$ 373.1
GAAP Depreciation and Amortization	\$ 12.5	\$ 12.9	\$ 13.2	\$ 13.4	\$ 52.0
Revenue by Geography (in millions):					
Americas	\$ 121.5	\$ 115.1	\$ 137.0	\$ 137.3	\$ 510.9
Europe	\$ 108.8	\$ 98.9	\$ 95.8	\$ 140.2	\$ 443.7
Asia/Pacific	\$ 67.6	\$ 65.6	\$ 67.4	\$ 78.7	\$ 279.2
Revenue by Division (in millions):					
Design Solutions Segment	\$ 261.6	\$ 243.8	\$ 257.9	\$ 314.0	\$ 1,077.3
Manufacturing Solutions Division	\$ 44.8	\$ 44.2	\$ 50.4	\$ 60.1	\$ 199.5
Infrastructure Solutions Division	\$ 33.5	\$ 31.4	\$ 33.0	\$ 40.3	\$ 138.3
Building Solutions Group	\$ 27.2	\$ 28.8	\$ 29.1	\$ 39.3	\$ 124.3
Platform Technology Group and other	\$ 156.1	\$ 139.4	\$ 145.4	\$ 174.3	\$ 615.2
Discreet Segment	\$ 36.1	\$ 35.3	\$ 41.6	\$ 41.0	\$ 154.1
Upgrade Revenue (in millions):					
Upgrade Revenue	\$ 66.2	\$ 46.4	\$ 55.8	\$ 92.9	\$ 261.3
Deferred Maintenance Revenue (in millions):					
Deferred Maintenance Revenue Balance	\$ 96.7	\$ 107.1	\$ 113.0	\$ 140.8	\$ 140.8
Operating Income (Loss) by Segment (in millions):					
Design Solutions	\$ 124.2	\$ 106.5	\$ 115.8	\$ 148.6	\$ 495.2
Discreet	\$ 1.8	\$ 5.2	\$ 5.4	\$ 9.0	\$ 21.4
Unallocated amounts	\$ (72.5)	\$ (62.3)	\$ (67.4)	\$ (79.5)	\$ (281.7)
Headcount:					
Headcount	3,409	3,443	3,437	3,477	3,477
Common Stock Statistics (6):					
Stock Outstanding					
Pro Forma EPS Calculation - diluted	238,565,000	250,607,000	248,045,000	252,674,000	246,977,000
Stock Repurchased	10,365,200	3,319,600	8,032,200	4,199,800	25,916,800
Installed					

Base Statistics:					
AutoCAD					
Total AutoCAD-based					
Installed Base*	3,469,400	3,514,600	3,571,800	3,618,000	3,618,000
Stand-alone AutoCAD					
					2,490,000
AutoCAD Mechanical					
					149,400
AutoCAD Map					
					203,700
Architectural Desktop					
					383,900
Land Desktop					
					109,900
*Includes prior period adjustment of approximately 28,000 seats					
AutoCAD LT					
Installed Base					2,677,900
Total Inventor					
Installed Base	306,600	349,500	388,800	422,900	422,900

(1) To supplement our consolidated financial statements presented on a GAAP basis, Autodesk uses pro forma measures of operating results, net income and net income per share, which are adjusted to exclude certain costs, expenses, gains and losses we believe appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of Autodesk's underlying operational results and trends and our marketplace performance. For example, the pro forma results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside of our core operating results.

In addition, these adjusted pro forma results are among the primary indicators management uses as a basis for our planning and forecasting of future periods. The presentation of this additional information is not meant to be considered in isolation or as a substitute for net income or diluted net income per share prepared in accordance with generally accepted accounting principles in the United States.

(2) GAAP Operating Expenses	\$	202.5	\$	190.0	\$	202.9	\$	234.0	\$	829.5
Restructuring	\$	(8.3)	\$	(3.7)	\$	(2.9)	\$	(11.8)	\$	(26.7)
Pro Forma Operating Expenses	\$	194.2	\$	186.3	\$	200.0	\$	222.2	\$	802.7
(3) GAAP Operating Margin		18%		18%		18%		22%		19%
Restructuring		3%		1%		1%		3%		2%
Pro Forma Operating Margin		21%		19%		19%		25%		21%
(4) GAAP Net Income	\$	42.505	\$	39.165	\$	74.070	\$	65.768	\$	221.508
Restructuring	\$	8.250	\$	3.717	\$	2.922	\$	11.811	\$	26.700
Income tax effect on restructuring (7)	\$	(1.650)	\$	(0.744)	\$	(0.584)	\$	(2.363)	\$	(5.341)
Dividends Received Deduction benefit for current fiscal year (7)	\$	2.244	\$	2.054	\$	(4.298)	\$	--	\$	--
Dividends Received Deduction benefit for prior fiscal years (7)	\$	--	\$	--	\$	(15.540)	\$	--	\$	(15.540)
Non-recurring tax benefit	\$	--	\$	--	\$	(8.905)	\$	--	\$	(8.905)
Pro Forma Net Income	\$	51.349	\$	44.192	\$	47.665	\$	75.216	\$	218.422
(5) GAAP Net Income Per Share (diluted) (6)	\$	0.178	\$	0.156	\$	0.299	\$	0.260	\$	0.897
Restructuring	\$	0.035	\$	0.015	\$	0.012	\$	0.047	\$	0.108
Income tax effect on restructuring (7)	\$	(0.007)	\$	(0.003)	\$	(0.002)	\$	(0.009)	\$	(0.022)
Dividends Received Deduction benefit for current fiscal year (7)	\$	0.009	\$	0.008	\$	(0.017)	\$	--	\$	--
Dividends Received Deduction benefit for prior fiscal years (7)	\$	--	\$	--	\$	(0.064)	\$	--	\$	(0.063)
Non-recurring tax benefit	\$	--	\$	--	\$	(0.036)	\$	--	\$	(0.036)
Pro Forma Net Income Per Share (diluted) (6)	\$	0.215	\$	0.176	\$	0.192	\$	0.298	\$	0.884

- (6) On November 16, 2004 the Board of Directors authorized a two-for-one stock split in the form of a stock dividend to stockholders of record as of December 6, 2004. Historical common stock statistics and per share amounts have been restated to reflect the effect of the stock split.
- (7) In the third quarter of fiscal 2005, Autodesk determined that its consolidated fiscal year effective income tax rate declined from 24% to 20%. For purposes of comparison, we have assumed the new estimated effective income tax rate of 20% in calculating our pro forma net income and pro forma earnings per share for each individual quarter of fiscal 2005.

SOURCE Autodesk Inc.

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