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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)

November 17, 2005

AUTODESK, INC.
(Exact name of registrant as specified in its charter)

Delaware 000-14338 94-2819853
(State or other (Commission (IRS Employer
jurisdiction of incorporation) File Number) 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 November 17, 2005, Autodesk, Inc. issued a press release reporting
its results for the three and nine months ended October 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.

Table with 2 columns: EXHIBIT NO. and DESCRIPTION. Row 99.1: Press Release, dated as of November 17, 2005, entitled "Autodesk Reports Record Revenues of \$378 Million; Raises Guidance."

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/ Andrew D. Miller

Andrew D. Miller
Vice President,
Chief Accounting Officer and
Corporate Controller
(Principal Accounting Officer and
Duly Authorized Officer)

Date: November 17, 2005

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Press Release, dated as of November 17, 2005, entitled "Autodesk Reports Record Revenues of \$378 Million; Raises Guidance."

AUTODESK REPORTS RECORD REVENUES OF \$378 MILLION

RAISES GUIDANCE

SAN RAFAEL, Calif., Nov. 17 /PRNewswire-FirstCall/ -- Autodesk, Inc. (Nasdaq: ADSK) today announced financial results for its third fiscal quarter ended October 31, 2005. For the third quarter, Autodesk reported record net revenues of \$378 million, a 26 percent increase over \$300 million reported in the third quarter of the prior year.

Third quarter net income was \$95 million, or \$0.38 per diluted share on a GAAP basis and \$77 million, or \$0.31 per diluted share on a non-GAAP basis. The only adjustment to non-GAAP net income in the current quarter was the exclusion of \$18 million in tax benefits. Net income in the third quarter of the prior year was \$74 million, or \$0.30 per diluted share on a GAAP basis, and \$48 million, or \$0.19 per diluted share on a non-GAAP basis.

"Solid execution drove another outstanding performance for Autodesk," said Carol Bartz, Autodesk chairman and CEO. "Revenues and profitability increased significantly over last year, driven by strong demand for our products across all divisions and all markets."

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

Unlike trends at most major software companies, revenues from new seats and emerging businesses continued to be strong, representing approximately two-thirds of total revenues in the third quarter. Revenues from new commercial seats increased 23 percent over the third quarter of the prior year.

Combined revenues from subscription and upgrades increased 34 percent over the third quarter of fiscal 2005. Consistent with company strategy, subscription revenues, which are called maintenance in the financial statements, increased 62 percent over last year. Combined revenues from subscription and upgrades continue to represent approximately one-third of total revenues.

The company's vertical and 3D products continue to increase their market penetration. In the third quarter, combined revenues from new commercial seats of the Autodesk Inventor Series, Autodesk Inventor Professional, Autodesk Revit Building, Autodesk AutoCAD Revit Series, Autodesk Revit Structure and Autodesk Civil 3D software increased more than 100 percent over the prior year.

During the quarter, Autodesk improved profitability. Operating margins increased to 25 percent on a GAAP and non-GAAP basis. Operating margins were 18 percent on a GAAP basis and 19 percent on a non-GAAP basis in the third quarter of last year.

"I am very confident about the future," said Bartz. "We are investing in the business to drive strong growth in the future. Despite the significant negative impact of foreign currency rates, we are raising our guidance for the fourth quarter and for fiscal 2007."

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.

Alias Acquisition Update

On October 4, 2005, Autodesk announced that it had signed a definitive agreement to acquire Alias. The company currently estimates that the transaction will close late in the fourth fiscal quarter ending January 31, 2006 or early in the first quarter of fiscal 2007, subject to satisfaction of normal regulatory and other closing conditions.

In the first six months after closing, this acquisition is expected to be dilutive to earnings on a non-GAAP basis. In determining the impact of the acquisition on non-GAAP earnings per share, we excluded in-process R&D expenses, acquisition-related restructuring costs, equity-based compensation expenses, and the reduction of deferred revenues assumed by Autodesk as required by US GAAP. In the first twelve months after closing, this acquisition is expected to be slightly accretive to earnings per share on a non-GAAP basis. Autodesk is currently unable to provide estimates of the future impact of this transaction on GAAP earnings per share.

All forward looking statements are for the Autodesk business on a standalone basis, not taking into account the potential impact of the Alias acquisition, unless specifically stated otherwise.

Fourth Quarter Fiscal 2006

Net revenues for the fourth quarter of fiscal 2006 are expected to be between \$405 and \$415 million. GAAP earnings per diluted share are expected to be between \$0.34 and \$0.36.

Full Year Fiscal 2006

For fiscal year 2006, net revenues are expected to be between \$1.511 and \$1.521 billion. GAAP earnings per diluted share are expected to be between \$1.32 and \$1.34. Non-GAAP earnings per diluted share are expected to be between \$1.24 and \$1.26. Non-GAAP earnings per share exclude non-recurring tax benefits.

First Quarter Fiscal 2007

Net revenues for the first quarter of fiscal 2007 are expected to be between \$400 and \$410 million. GAAP earnings per diluted share are expected to be between \$0.25 and \$0.27. Non-GAAP earnings per diluted share are expected to be between \$0.31 and \$0.33 excluding the impact of stock based compensation expenses.

Full Year Fiscal 2007

For fiscal year 2007, net revenues are expected to increase in the range of 10 to 12 percent as compared to current guidance for fiscal 2006. On a constant currency basis, projected net revenue growth would have been approximately three percentage points higher or 13 to 15 percent. GAAP earnings per diluted share are expected to be between \$1.16 and \$1.20. Non-GAAP earnings per diluted share are expected to be between \$1.41 and \$1.45. Non-GAAP earnings per share exclude the impact of stock based compensation expenses.

Fiscal 2006 EPS guidance is based on Autodesk's 20 percent estimated tax rate excluding non-recurring tax benefits. As previously indicated, Autodesk believes that its effective tax rate will increase in fiscal 2007. Autodesk now believes the effective tax rate will be 23 percent in fiscal year 2007.

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

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, the timing and degree of expected investments in growth opportunities, the timing of product releases and retirements, difficulties encountered in integrating the Alias business or in achieving expected earnings accretion, uncertainties as to the timing of the close of the Alias acquisition, failure to successfully integrate new or acquired businesses and technologies, 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 continued cost reductions and productivity increases, failure to achieve continued migration from 2D products to 3D products, unanticipated changes in tax rates, mix of geographic earnings, and tax laws, failure to achieve continued success in technology advancements, changes in foreign currency exchange rates, the financial and business condition of our reseller and distribution channels, renegotiation or termination of royalty or intellectual property arrangements, interruptions or terminations in the business of the company's third party developers, 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, 2005 and Form 10-Q for the quarter ended July 31, 2005, which are on file with the Securities and Exchange Commission.

Autodesk will host its third quarter earnings announcement today at 5:00 p.m. EDT. The live announcement may be accessed at 866-510-0707 or 617-597-5376 (passcode: 19818852). A replay of the call will be available at 4:00 p.m. PDT on our website at www.autodesk.com/investors or by dialing 888-286-8010 or 617-801-6888 (passcode: 40320593). An audio webcast will also be available beginning at 5:00 p.m. EDT at www.autodesk.com/investors. A replay of this webcast will be maintained on our website for at least twelve months.

About Autodesk

Autodesk, Inc. (Nasdaq: ADSK) is wholly focused on ensuring that great ideas are turned into reality. With 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.

Autodesk, AutoCAD, Autodesk Inventor, 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.
 Reconciliation of diluted net income per share on a GAAP basis to
 diluted net income per share on a non-GAAP basis Unaudited

	Three months ended January 31, 2006		Fiscal year ended January 31, 2006	
	Low end of range	High end of range	Low end of range	High end of range
Diluted net income per share on a GAAP basis	\$ 0.34	\$ 0.36	\$ 1.32	\$ 1.34
Dividends received deduction benefit for the prior fiscal year	--	--	(0.05)	(0.05)
Non-recurring tax benefits	--	--	(0.03)	(0.03)
Non-GAAP diluted net income per share	\$ 0.34	\$ 0.36	\$ 1.24	\$ 1.26

Autodesk, Inc.
 Reconciliation of diluted net income per share on a GAAP basis to
 diluted net income per share on a non-GAAP basis Unaudited

	Three months ended April 30, 2006		Fiscal year ended January 31, 2007	
	Low end of range	High end of range	Low end of range	High end of range
Diluted net income per share on a GAAP basis	\$ 0.25	\$ 0.27	\$ 1.16	\$ 1.20
Stock based compensation expenses, net of taxes	0.06	0.06	0.25	0.25
Non-GAAP diluted net income per share	\$ 0.31	\$ 0.33	\$ 1.41	\$ 1.45

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

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2005	2004	2005	2004
	(Unaudited)		(Unaudited)	
Net revenues:				
License and other	\$ 304,402	\$ 254,450	\$ 910,145	\$ 753,404
Maintenance	73,860	45,708	196,220	124,208
Total net revenues	378,262	300,158	1,106,365	877,612
Costs and expenses:				
Cost of license and other revenues	40,762	39,184	119,302	112,885
Cost of maintenance revenues	1,636	4,210	11,075	12,597
Marketing and sales	136,349	113,205	397,765	327,497
Research and development	74,034	59,942	212,881	176,165
General and administrative	32,444	26,837	92,789	76,856
Restructuring	--	2,922	--	14,889
Total costs and expenses	285,225	246,300	833,812	720,889
Income from operations	93,037	53,858	272,553	156,723
Interest and other income, net	3,167	2,801	9,011	7,396
Income before income taxes	96,204	56,659	281,564	164,119
Income tax (provision) benefit	(1,667)	17,411	(35,651)	(8,379)
Net income	\$ 94,537	\$ 74,070	\$ 245,913	\$ 155,740
Basic net income per share	\$ 0.41	\$ 0.33	\$ 1.08	\$ 0.69
Diluted net income per share	\$ 0.38	\$ 0.30	\$ 0.99	\$ 0.63
Shares used in computing basic net income per share	229,577	227,823	228,687	227,344
Shares used in computing diluted net income per share	249,462	248,045	247,979	245,492

Autodesk, Inc.
Non-GAAP Consolidated Statements of Income
(See non-GAAP adjustments listed in the tables below)
(In thousands, except per share data)

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2005	2004	2005	2004
	(Unaudited)		(Unaudited)	
Net revenues:				
License and other	\$ 304,402	\$ 254,450	\$ 910,145	\$ 753,404
Maintenance	73,860	45,708	196,220	124,208
Total net revenues	378,262	300,158	1,106,365	877,612
Costs and expenses:				
Cost of license and other revenues	40,762	39,184	119,302	112,885
Cost of maintenance revenues	1,636	4,210	11,075	12,597
Marketing and sales	136,349	113,205	397,765	327,497
Research and development	74,034	59,942	212,881	176,165
General and administrative	32,444	26,837	92,789	76,856
Total costs and expenses	285,225	243,378	833,812	706,000
Income from operations	93,037	56,780	272,553	171,612
Interest and other income, net	3,167	2,801	9,011	7,396
Income before income taxes	96,204	59,581	281,564	179,008
Provision for income taxes	(19,241)	(11,916)	(56,313)	(35,802)
Non-GAAP net income	\$ 76,963	\$ 47,665	\$ 225,251	\$ 143,206
Basic non-GAAP net income per share	\$ 0.34	\$ 0.21	\$ 0.98	\$ 0.63
Diluted non-GAAP net income per share	\$ 0.31	\$ 0.19	\$ 0.91	\$ 0.58
Shares used in computing basic non-GAAP net income per share	229,577	227,823	228,687	227,344
Shares used in computing diluted non-GAAP net income per share	249,462	248,045	247,979	245,492

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2005	2004	2005	2004
	(Unaudited)		(Unaudited)	

A reconciliation between operating expenses on a GAAP basis and non-GAAP operating expenses is as follows:

GAAP costs and expenses	\$ 285,225	\$ 246,300	\$ 833,812	\$ 720,889
Restructuring	--	(2,922)	--	(14,889)
Non-GAAP costs and expenses	\$ 285,225	\$ 243,378	\$ 833,812	\$ 706,000

A reconciliation between income from operations on a GAAP basis and non-GAAP income from operations is as follows:

GAAP income from operations	\$ 93,037	\$ 53,858	\$ 272,553	\$ 156,723
Restructuring	--	2,922	--	14,889
Non-GAAP income from operations	\$ 93,037	\$ 56,780	\$ 272,553	\$ 171,612

A reconciliation between (provision) benefit for income taxes on a GAAP basis and non-GAAP provision for income taxes is as follows:

GAAP (provision) benefit for income taxes	\$ (1,667)	\$ 17,411	\$ (35,651)	\$ (8,379)
Income tax effect on restructuring at the normalized rate	--	(584)	--	(2,978)
Dividends received deduction benefit for the current fiscal year	--	(4,298)	--	--
Dividends received deduction benefit for the prior fiscal year	(10,613)	(15,540)	(12,530)	(15,540)
Non-recurring tax benefit	(6,961)	(8,905)	(8,132)	(8,905)
Non-GAAP provision for income taxes	\$ (19,241)	\$ (11,916)	\$ (56,313)	\$ (35,802)

A reconciliation between net income on a GAAP basis and non-GAAP net income is as follows:

GAAP net income	\$ 94,537	\$ 74,070	\$ 245,913	\$ 155,740
Restructuring	--	2,922	--	14,889
Income tax effect on restructuring at the normalized rate	--	(584)	--	(2,978)
Dividends received deduction benefit for the current fiscal year	--	(4,298)	--	--
Dividends received deduction benefit for the prior fiscal year	(10,613)	(15,540)	(12,530)	(15,540)
Non-recurring tax benefit	(6,961)	(8,905)	(8,132)	(8,905)
Non-GAAP net income	\$ 76,963	\$ 47,665	\$ 225,251	\$ 143,206

A reconciliation between diluted net income per share on a GAAP basis and diluted non-GAAP net income per share is as follows:

GAAP diluted net income per share	\$ 0.38	\$ 0.30	\$ 0.99	\$ 0.63
Restructuring	\$ --	\$ 0.01	\$ --	\$ 0.06
Income tax effect on restructuring at				

the normalized rate	\$	--	\$	(0.00)	\$	--	\$	(0.01)
Dividends received deduction benefit for the current fiscal year	\$	--	\$	(0.02)	\$	--	\$	--
Dividends received deduction benefit for the prior fiscal year	\$	(0.04)	\$	(0.06)	\$	(0.05)	\$	(0.06)
Non-recurring tax benefit	\$	(0.03)	\$	(0.04)	\$	(0.03)	\$	(0.04)
Non-GAAP diluted net income per share	\$	0.31	\$	0.19	\$	0.91	\$	0.58

To supplement our consolidated financial statements presented on a GAAP basis, Autodesk uses non-GAAP 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 non-GAAP 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 non-GAAP 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.
Condensed Consolidated Balance Sheets
(In thousands)

	October 31, 2005	January 31, 2005
	(Unaudited)	(Audited)
ASSETS:		
Current assets:		
Cash and cash equivalents	\$ 390,878	\$ 517,654
Marketable securities	157,062	15,038
Accounts receivable, net	201,769	196,827
Inventories	15,112	12,545
Deferred income taxes	68,896	14,250
Prepaid expenses and other current assets	26,069	25,483
Total current assets	859,786	781,797
Computer equipment, software, furniture and leasehold improvements, net	60,132	69,566
Purchased technologies and capitalized software, net	16,253	9,319
Goodwill	194,680	166,628
Deferred income taxes, net	141,425	105,061
Other assets	18,353	9,833
	\$ 1,290,629	\$ 1,142,204
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable	\$ 62,483	\$ 46,234
Accrued compensation	101,980	140,622
Accrued income taxes	40,257	41,549
Deferred revenues	210,684	178,701
Other accrued liabilities	48,019	61,234
Total current liabilities	463,423	468,340
Deferred revenues	32,440	15,528
Other liabilities	17,665	10,258
Stockholders' equity:		
Preferred stock	--	--
Common stock and additional paid-in capital	752,748	625,225
Accumulated other comprehensive loss	(7,661)	(2,843)
Deferred compensation	(307)	(269)
Retained earnings	32,321	25,965
Total stockholders' equity	777,101	648,078
	\$ 1,290,629	\$ 1,142,204

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

	Nine Months Ended October 31,	
	2005	2004
	----- (Unaudited) -----	
Operating Activities		
Net income	\$ 245,913	\$ 155,740
Adjustments to reconcile net income to net cash provided by operating activities:		
Charge for acquired in-process research & development	1,200	--
Depreciation and amortization	33,812	38,581
Stock compensation expense	392	2,915
Net loss on fixed asset disposals	52	321
Tax benefits from employee stock plans	103,545	91,414
Restructuring related charges, net	--	4,773
Changes in operating assets and liabilities	(83,748)	(64,318)
Net cash provided by operating activities	301,166	229,426
Investing Activities		
Net (purchases) sales and maturities of available-for-sale marketable securities	(142,010)	105,238
Capital and other expenditures	(15,318)	(29,291)
Business combinations, net of cash acquired	(52,677)	(11,750)
Other investing activities	79	(1,487)
Net cash (used in) provided by investing activities	(209,926)	62,710
Financing activities		
Proceeds from issuance of common stock, net of issuance costs	127,110	211,456
Repurchases of common stock	(339,714)	(400,066)
Dividends paid	(3,406)	(10,146)
Net cash used in financing activities	(216,010)	(198,756)
Effect of exchange rate changes on cash and cash equivalents	(2,006)	1,519
Net (decrease) increase in cash and cash equivalents	(126,776)	94,899
Cash and cash equivalents at beginning of year	517,654	282,249
Cash and cash equivalents at end of period	\$ 390,878	\$ 377,148
Supplemental cash flow information:		
Net cash paid during the period for income taxes	\$ 23,522	\$ 12,123
Supplemental non-cash investing activity:		
Accounts receivable and other receivable reductions as partial consideration in business combinations	\$ 2,371	\$ --

Fiscal Year 2006	QTR 1	QTR 2	QTR 3	QTR 4	YTD2006
Financial Statistics (in millions):					
Total net revenues	\$ 355.1	\$ 373.0	\$ 378.3		\$ 1,106.4
License and other revenues	\$ 296.4	\$ 309.4	\$ 304.4		\$ 910.2
Maintenance revenues	\$ 58.7	\$ 63.6	\$ 73.9		\$ 196.2
Gross Margin	88%	88%	89%		88%
GAAP Operating Expenses	\$ 221.0	\$ 239.6	\$ 242.8		\$ 703.4
GAAP Operating Margin	26%	24%	25%		25%
GAAP Net Income	\$ 76.1	\$ 75.3	\$ 94.5		\$ 245.9
GAAP Net Income Per Share (diluted)	\$ 0.31	\$ 0.30	\$ 0.38		\$ 0.99
Non-GAAP Operating Expenses (1) (2)	\$ 221.0	\$ 239.6	\$ 242.8		\$ 703.4
Non-GAAP Operating Margin (1) (3)	26%	24%	25%		25%
Non-GAAP Net Income (1) (4)	\$ 74.9	\$ 73.4	\$ 77.0		\$ 225.3
Non-GAAP Net Income Per Share (diluted) (1) (5)	\$ 0.30	\$ 0.29	\$ 0.31		\$ 0.91
Total Cash and Marketable Securities	\$ 537.8	\$ 521.5	\$ 547.9		\$ 547.9
Days Sales Outstanding	48	49	48		48
Capital Expenditures	\$ 5.5	\$ 4.4	\$ 5.4		\$ 15.3
Cash from Operations	\$ 63.3	\$ 113.0	\$ 124.9		\$ 301.2
GAAP Depreciation and Amortization	\$ 12.6	\$ 11.7	\$ 9.5		\$ 33.8
Revenue by Geography (in millions):					
Americas	\$ 130.5	\$ 141.3	\$ 160.3		\$ 432.1
Europe	\$ 134.1	\$ 140.6	\$ 133.4		\$ 408.1
Asia/Pacific	\$ 90.5	\$ 91.1	\$ 84.6		\$ 266.2
Revenue by Division (in millions):					
Design Solutions Segment	\$ 313.2	\$ 325.8	\$ 333.8		\$ 972.8
Manufacturing Solutions Division	\$ 59.1	\$ 60.2	\$ 63.3		\$ 182.6
Infrastructure Solutions Division	\$ 39.3	\$ 42.4	\$ 44.1		\$ 125.8
Building Solutions Division	\$ 37.1	\$ 43.0	\$ 45.1		\$ 125.3
Platform Technology Division and other	\$ 177.7	\$ 180.2	\$ 181.3		\$ 539.1
Media and Entertainment Segment	\$ 41.2	\$ 45.1	\$ 42.9		\$ 129.3
Upgrade Revenue (in millions):					
Upgrade Revenue	\$ 64.6	\$ 71.0	\$ 63.6		\$ 199.2
Deferred Maintenance Revenue (in millions):					
Deferred Maintenance Revenue Balance	\$ 166.1	\$ 179.2	\$ 185.0		\$ 185.0
Operating Income (Loss) by Segment (in millions):					
Design Solutions	\$ 151.5	\$ 155.0	\$ 161.4		\$ 467.9
Media and Entertainment	\$ 8.4	\$ 9.5	\$ 5.5		\$ 23.4
Unallocated amounts	\$ (69.3)	\$ (75.6)	\$ (73.8)		\$ (218.7)
Common Stock Statistics:					
Stock Outstanding	228,612,000	228,412,000	230,179,000		230,179,000
Fully Diluted Shares Outstanding	249,272,000	250,310,000	249,462,000		247,979,000
Stock Repurchased	2,497,700	3,503,896	3,223,775		9,225,371
Installed Base Statistics:					
Total AutoCAD-based Installed Base	3,700,800	3,747,000	3,803,000		3,803,000
Total Inventor Installed Base	445,800	470,800	511,300		511,300

(1) To supplement our consolidated financial statements presented on a GAAP basis, Autodesk uses non-GAAP 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 non-GAAP 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 non-GAAP 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	\$	221.0	\$	239.6	\$	242.8	\$	--	\$	703.4
	Non-GAAP Adjustment	\$	--	\$	--	\$	--	\$	--	\$	--
	Non-GAAP Operating Expenses	\$	221.0	\$	239.6	\$	242.8	\$	--	\$	703.4
(3)	GAAP Operating Margin		26%		24%		25%		0%		25%
	Non-GAAP Adjustment		0%		0%		0%		0%		0%
	Non-GAAP Operating Margin		26%		24%		25%		0%		25%
(4)	GAAP Net Income	\$	76.1	\$	75.3	\$	94.5	\$	--	\$	245.9
	Dividends received deduction benefit for prior fiscal years	\$	--	\$	(1.9)	\$	(10.6)	\$	--	\$	(12.5)
	Non-recurring tax benefit	\$	(1.2)	\$	--	\$	(6.9)	\$	--	\$	(8.1)
	Non-GAAP Net Income	\$	74.9	\$	73.4	\$	77.0	\$	--	\$	225.3
(5)	GAAP Net Income Per Share (diluted)	\$	0.305	\$	0.301	\$	0.379	\$	--	\$	0.992
	Dividends received deduction benefit for prior fiscal years	\$	--	\$	(0.008)	\$	(0.042)	\$	--	\$	(0.050)
	Non-recurring tax benefit	\$	(0.005)	\$	--	\$	(0.028)	\$	--	\$	(0.033)
	Non-GAAP Net Income Per Share (diluted)	\$	0.300	\$	0.293	\$	0.309	\$	--	\$	0.908

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
Non-GAAP Operating Expenses (1) (2)	\$ 194.2	\$ 186.3	\$ 200.0	\$ 222.2	\$ 802.7
Non-GAAP Operating Margin (1) (3)	21%	19%	19%	25%	21%
Non-GAAP Net Income (1) (4)	\$ 51.3	\$ 44.2	\$ 47.7	\$ 75.2	\$ 218.4
Non-GAAP 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	\$ 260.2	\$ 242.4	\$ 256.4	\$ 312.3	\$ 1,071.3
Manufacturing Solutions Division	\$ 44.8	\$ 44.2	\$ 50.4	\$ 60.3	\$ 199.7
Infrastructure Solutions Division	\$ 35.5	\$ 33.6	\$ 35.8	\$ 42.9	\$ 147.8
Building Solutions Division	\$ 27.2	\$ 28.8	\$ 29.1	\$ 39.2	\$ 124.3
Platform Technology Division and other	\$ 152.7	\$ 135.8	\$ 141.1	\$ 169.9	\$ 599.5
Media and Entertainment Segment	\$ 37.6	\$ 36.7	\$ 43.1	\$ 42.6	\$ 160.0
Upgrade Revenue (in millions):					
Upgrade Revenue	\$ 66.7	\$ 46.1	\$ 57.1	\$ 92.9	\$ 262.8
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	\$ 123.0	\$ 105.5	\$ 114.9	\$ 147.6	\$ 491.0
Media and Entertainment	\$ 3.4	\$ 6.7	\$ 7.0	\$ 10.8	\$ 27.9
Unallocated amounts	\$ (72.9)	\$ (62.8)	\$ (68.1)	\$ (80.2)	\$ (284.0)
Common Stock Statistics (6):					
Stock Out-standing	226,048,000	229,031,000	228,101,000	227,611,000	227,611,000
Fully Diluted					
Shares Out-standing	238,565,000	250,607,000	248,045,000	252,674,000	246,977,000
Stock Re-purchased	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
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 non-GAAP 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 non-GAAP 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 non-GAAP 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)
	Non-GAAP 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%
	Non-GAAP 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)
	Non-GAAP 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)
	Non-GAAP 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 non-GAAP net income and non-GAAP earnings per share for each individual quarter of fiscal 2005.

SOURCE Autodesk, Inc.

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