

=====

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)

May 19, 2005

AUTODESK, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-14338

94-2819853

(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))
- =====

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 19, 2005, Autodesk, Inc. issued a press release reporting its results for the three months ended April 30, 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

99.1 Press Release, dated as of May 19, 2005, entitled "Autodesk First Quarter Earnings Per Share Increase 72 Percent; Raises Guidance for Second Quarter and Fiscal Year."

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: May 19, 2005

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Press Release, dated as of May 19, 2005, entitled "Autodesk First Quarter Earnings Per Share Increase 72 Percent; Raises Guidance for Second Quarter and Fiscal Year."

AUTODESK FIRST QUARTER EARNINGS PER SHARE INCREASE 72 PERCENT;
RAISES GUIDANCE FOR SECOND QUARTER AND FISCAL YEAR

SAN RAFAEL, Calif., May 19 /PRNewswire-FirstCall/ -- Autodesk, Inc. (Nasdaq: ADSK) today announced financial results for its first fiscal quarter ended April 30, 2005. For the first quarter, Autodesk reported net revenues of \$355 million, a 19 percent increase over \$298 million reported in the first quarter of the prior year.

First quarter net income was \$76 million, or \$0.31 per diluted share, on a GAAP basis and \$75 million, or \$0.30 per diluted share on a non-GAAP basis. Non-GAAP net income excludes a \$1 million benefit related to the successful resolution of tax audits for a prior year. Net income in the first quarter of the prior year was \$43 million, or \$0.18 per diluted share, on a GAAP basis, and \$51 million, or \$0.22 per diluted share on a non-GAAP basis.

"Autodesk had another outstanding quarter," said Carol Bartz, Autodesk chairman and CEO. "In March, we launched the strongest product portfolio in the company's history, which included more than 25 products. Our customers are interested in quick implementation, ease of use and fast return on investment. Our results demonstrate that Autodesk is meeting those needs."

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

First quarter revenues from new seats increased 22 percent over the prior year. Revenues from new seats of AutoCAD increased 26 percent over the prior year.

Combined revenues from subscriptions and upgrades increased 19 percent over the first quarter of fiscal 2005. Consistent with company strategy, subscription revenues, which are called maintenance in the financial statements, increased 57 percent over last year. Combined revenues from subscriptions 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 first quarter, revenues from Autodesk Map(R) 3D increased 25 percent over the prior year. Combined revenues from AutoCAD(R) Mechanical and AutoCAD(R) Electrical software increased 53 percent over last year. Revenues from new commercial seats of Autodesk(R) Inventor(R) Series, Autodesk Inventor Professional, Autodesk(R) Revit(R) Building, Autodesk AutoCAD(R) Revit(R) Series, and Autodesk Civil 3D(TM) software, increased 83 percent over the prior year.

During the quarter Autodesk continued to improve its profitability. Operating margins increased to 26 percent on a GAAP and non-GAAP basis. Operating margins in the first quarter of fiscal 2005 were 18 percent on a GAAP basis and 21 percent on a non-GAAP basis.

"I have never been more confident of our future opportunities," said Bartz. "We have already introduced outstanding new versions of our product portfolio. Our refreshed product line and our commitment to continue to improve our productivity and efficiency position the company for strong growth. We've got the right strategy, the right products and the right people to continue to grow this company faster and more profitably than our competitors."

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.

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.

Second Quarter Fiscal 2006

Net revenues for the second quarter of fiscal 2006 are currently expected to be in the range of \$350 million to \$360 million. Operating expenses are expected to increase in the second quarter due to increasing investments in growth initiatives. GAAP and non-GAAP earnings per diluted share are currently expected to be in the range of \$0.22 to \$0.24 per diluted share.

Full Year Fiscal 2006

For fiscal year 2006, net revenues are currently expected to be in the range of \$1.45 billion to \$1.5 billion. GAAP and non-GAAP earnings per diluted share are expected to be in the range of \$1.14 to \$1.19.

All fiscal 2006 EPS guidance ranges are based on the company's 20 percent estimated tax rate. The company currently believes that its effective tax rate will revert back to a 24 percent effective tax rate 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, the timing and degree of expected investments in growth opportunities, 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, 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 which is on file with the Securities and Exchange Commission.

Autodesk will host its first quarter earnings announcement today at 5:00 p.m. EDT. The live announcement may be accessed at 800-901-5213 (passcode: 25271857). 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 and reference 31289701 as the pass code. 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. 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.

NOTE: Autodesk, AutoCAD, AutoCAD Electrical, AutoCAD Mechanical, 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.

Investors: Sue Pirri, sue.pirri@autodesk.com, 415-507-6467
John Clancy, john.clancy@autodesk.com, 415-507-6373

Press: Nicole Pack, nicole.pack@autodesk.com, 415-507-6282

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

	Three Months Ended April 30,	
	----- 2005	2004 -----
	(Unaudited)	
Net revenues:		
License and other	\$ 296,378	\$ 260,509
Maintenance	58,741	37,367
Total net revenues	355,119	297,876
Costs and expenses:		
Cost of license and other revenues	38,693	37,585
Cost of maintenance revenues	4,814	4,287
Marketing and sales	127,397	109,279
Research and development	65,852	57,881
General and administrative	27,741	27,073
Restructuring	--	8,250
Total costs and expenses	264,497	244,355
Income from operations	90,622	53,521
Interest and other income, net	3,012	2,416
Income before income taxes	93,634	55,937
Provision for income taxes	(17,556)	(13,432)
Net income	\$ 76,078	\$ 42,505
Basic net income per share	\$ 0.33	\$ 0.19
Diluted net income per share	\$ 0.31	\$ 0.18
Shares used in computing basic net income per share	227,715	224,104
Shares used in computing diluted net income per share	249,272	238,565

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 April 30,	
	----- 2005	2004 -----
	(Unaudited)	
Net revenues:		
License and other	\$ 296,378	\$ 260,509
Maintenance	58,741	37,367
Total net revenues	355,119	297,876
Costs and expenses:		
Cost of license and other revenues	38,693	37,585
Cost of maintenance revenues	4,814	4,287
Marketing and sales	127,397	109,279
Research and development	65,852	57,881
General and administrative	27,741	27,073
Total costs and expenses	264,497	236,105
Income from operations	90,622	61,771
Interest and other income, net	3,012	2,416
Income before income taxes	93,634	64,187
Provision for income taxes	(18,727)	(12,838)
Non-GAAP net income	\$ 74,907	\$ 51,349
Basic non-GAAP net income per share	\$ 0.33	\$ 0.23
Diluted non-GAAP net income per share	\$ 0.30	\$ 0.22
Shares used in computing basic non-GAAP net income per share	227,715	224,104
Shares used in computing diluted non-GAAP net income per share	249,272	238,565

Three Months Ended
April 30,

2005 2004

(Unaudited)

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

GAAP costs and expenses	\$ 264,497	\$ 244,355
Restructuring	--	(8,250)
Non-GAAP costs and expenses	\$ 264,497	\$ 236,105

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

GAAP income from operations	\$ 90,622	\$ 53,521
Restructuring	--	8,250
Non-GAAP income from operations	\$ 90,622	\$ 61,771

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

GAAP provision for income taxes	\$ (17,556)	\$ (13,432)
Income tax effect on restructuring at the normalized rate	--	(1,650)
Dividends received deduction benefit	--	2,244
Non-recurring tax benefit	(1,171)	--
Non-GAAP provision for income taxes	\$ (18,727)	\$ (12,838)

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

GAAP net income	\$ 76,078	\$ 42,505
Restructuring	--	8,250
Income tax effect on restructuring at the normalized rate	--	(1,650)
Dividends received deduction benefit	--	2,244
Non-recurring tax benefit	(1,171)	--
Non-GAAP net income	\$ 74,907	\$ 51,349

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	\$ 0.305	\$ 0.178
Restructuring	\$ --	\$ 0.035
Income tax effect on restructuring at the normalized rate	\$ --	\$ (0.007)
Dividends received deduction benefit	\$ --	\$ 0.009
Non-recurring tax benefit	\$ (0.005)	\$ --
Non-GAAP diluted net income per share	\$ 0.300	\$ 0.215

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.
Consolidated Balance Sheets
(In thousands)

	April 30, 2005	January 31, 2005
	----- (Unaudited)	----- (Audited)
ASSETS:		
Current assets:		
Cash and cash equivalents	\$ 518,078	\$ 517,654
Marketable securities	19,698	15,038
Accounts receivable, net	190,216	196,827
Inventories	14,724	12,545
Deferred income taxes	25,608	14,250
Prepaid expenses and other current assets	28,386	25,483
Total current assets	796,710	781,797
Computer equipment, software, furniture and leasehold improvements, at cost:		
Computer equipment, software and furniture	196,413	191,656
Leasehold improvements	32,490	32,586
Less accumulated depreciation	(163,318)	(154,676)
Net	65,585	69,566
Purchased technologies and capitalized software, net	10,355	9,319
Goodwill	172,370	166,628
Deferred income taxes, net	116,793	105,061
Other assets	15,792	9,833
	\$ 1,177,605	\$ 1,142,204
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable	\$ 61,191	\$ 46,234
Accrued compensation	72,942	140,622
Accrued income taxes	53,720	41,549
Deferred revenues	202,087	178,701
Other accrued liabilities	51,947	66,839
Total current liabilities	441,887	473,945
Deferred revenues	19,987	15,528
Other liabilities	4,940	4,653
Stockholders' equity:		
Preferred stock	--	--
Common stock and additional paid-in capital	664,745	625,225
Accumulated other comprehensive loss	(3,311)	(2,843)
Deferred compensation	(138)	(269)
Retained earnings	49,495	25,965
Total stockholders' equity	710,791	648,078
	\$ 1,177,605	\$ 1,142,204

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

	Three Months Ended April 30,	
	----- 2005	2004 -----
	(Unaudited)	
Operating Activities		
Net income	\$ 76,078	\$ 42,505
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,585	12,502
Stock compensation expense	131	197
Net loss on fixed asset disposals	11	212
Tax benefits from employee stock plans	23,905	24,414
Restructuring related charges, net	--	4,326
Changes in operating assets and liabilities	(47,448)	(28,993)
Net cash provided by operating activities	65,262	55,163
Investing Activities		
Net (purchases) sales and maturities of available-for-sale marketable securities	(4,660)	30,757
Capital and other expenditures	(5,534)	(5,864)
Business combinations, net of cash acquired	(16,542)	(6,500)
Other investing activities	7	(843)
Net cash (used in) provided by investing activities	(26,729)	17,550
Financing activities		
Proceeds from issuance of common stock, net of issuance costs	40,129	104,934
Repurchases of common stock	(73,656)	(149,033)
Dividends paid	(3,406)	(3,302)
Net cash used in financing activities	(36,933)	(47,401)
Effect of exchange rate changes on cash and cash equivalents	(1,176)	(3,414)
Net increase in cash and cash equivalents	424	21,898
Cash and cash equivalents at beginning of year	517,654	282,249
Cash and cash equivalents at end of period	\$ 518,078	\$ 304,147
Supplemental cash flow information:		
Net cash paid during the period for income taxes	\$ 4,248	\$ 4,668

Fiscal Year 2006	QTR 1	QTR 2	QTR 3	QTR 4	YTD2006
Financial Statistics (in millions):					
Total net revenues	\$ 355.1				\$ 355.1
License and other revenues	\$ 296.4				\$ 296.4
Maintenance revenues	\$ 58.7				\$ 58.7
Gross Margin	88%				88%
GAAP Operating Expenses	\$ 264.5				\$ 264.5
GAAP Operating Margin	26%				26%
GAAP Net Income	\$ 76.1				\$ 76.1
GAAP Net Income Per Share (diluted)	\$ 0.31				\$ 0.31
Non-GAAP Operating Expenses (1) (2)	\$ 264.5				\$ 264.5
Non-GAAP Operating Margin (1) (3)	26%				26%
Non-GAAP Net Income (1) (4)	\$ 74.9				\$ 74.9
Non-GAAP Net Income Per Share (diluted) (1) (5)	\$ 0.30				\$ 0.30
Total Cash and Marketable Securities	\$ 537.8				\$ 537.8
Days Sales Outstanding	48				48
Capital Expenditures	\$ 5.5				\$ 5.5
Cash from Operations	\$ 65.3				\$ 65.3
GAAP Depreciation and Amortization	\$ 12.6				\$ 12.6
Revenue by Geography (in millions):					
Americas	\$ 130.5				\$ 130.5
Europe	\$ 134.1				\$ 134.1
Asia/Pacific	\$ 90.5				\$ 90.5
Revenue by Division (in millions):					
Design Solutions Segment	\$ 313.2				\$ 313.2
Manufacturing Solutions Division	\$ 59.1				\$ 59.1
Infrastructure Solutions Division	\$ 39.3				\$ 39.3
Building Solutions Group	\$ 37.1				\$ 37.1
Platform Technology Group and other	\$ 177.7				\$ 177.7
Media and Entertainment Segment	\$ 41.2				\$ 41.2
Upgrade Revenue (in millions):					
Upgrade Revenue	\$ 64.6				\$ 64.6
Deferred Maintenance Revenue (in millions):					
Deferred Maintenance Revenue Balance	\$ 166.1				\$ 166.1
Operating Income (Loss) by Segment (in millions):					
Design Solutions	\$ 151.1				\$ 151.1
Media and Entertainment	\$ 8.2				\$ 8.2
Unallocated amounts	\$ (68.7)				\$ (68.7)
Headcount:					
Headcount	3,661				3,661
Common Stock Statistics:					
Stock Outstanding					
Non-GAAP EPS Calculation					
-- diluted	249,272,000				249,272,000
Stock Repurchased	2,497,700				2,497,700
Installed Base Statistics:					
Total AutoCAD-based Installed Base					
Total AutoCAD-based Installed Base	3,700,800				3,700,800
Total Inventor Installed Base	445,800				445,800

(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	\$	264.5	\$	--	\$	--	\$	--	\$	264.5
	Non-GAAP Adjustment	\$	--	\$	--	\$	--	\$	--	\$	--
	Non-GAAP Operating Expenses	\$	264.5	\$	--	\$	--	\$	--	\$	264.5
(3)	GAAP Operating Margin		26%		0%		0%		0%		26%
	Non-GAAP Adjustment		0%		0%		0%		0%		0%
	Non-GAAP Operating Margin		26%		0%		0%		0%		26%
(4)	GAAP Net Income	\$	76.1	\$	--	\$	--	\$	--	\$	76.1
	Non-recurring tax benefit	\$	(1.2)	\$	--	\$	--	\$	--	\$	(1.2)
	Non-GAAP Net Income	\$	74.9	\$	--	\$	--	\$	--	\$	74.9
(5)	GAAP Net Income Per Share (diluted)	\$	0.305	\$	--	\$	--	\$	--	\$	0.305
	Non-recurring tax benefit	\$	(0.005)	\$	--	\$	--	\$	--	\$	(0.005)
	Non-GAAP Net Income Per Share (diluted)	\$	0.300	\$	--	\$	--	\$	--	\$	0.300

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 Group	\$	27.2	\$	28.8	\$	29.1	\$	39.2	\$	124.3
Platform Technology Group 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	\$	66.2	\$	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	\$	122.7	\$	105.2	\$	114.3	\$	147.1	\$	489.3
Media and Entertainment	\$	3.3	\$	6.5	\$	6.9	\$	10.6	\$	27.3
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

Non-GAAP 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 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.

-0-

05/19/2005

/CONTACT: investors, Sue Pirri, sue.pirri@autodesk.com, or +1-415-507-6467, or John Clancy, john.clancy@autodesk.com, or +1-415-507-6373, or press, Nicole Pack, nicole.pack@autodesk.com, or +1-415-507-6282, all of Autodesk, Inc./

/Web site: <http://www.autodesk.com/>