
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K/A

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

August 23, 2004

Date of Report (date of earliest event reported)

Autodesk, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-14338
(Commission File Number)

94-2819853
(I.R.S. Employer
Identification Number)

**111 McInnis Parkway
San Rafael, California 94903**
(Address of principal executive offices)

(415) 507-5000
(Registrant's telephone number, including area code)

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

Item 2.02. Results of Operations and Financial Condition

On August 19, 2004, Autodesk, Inc. issued a press release reporting its results for the three months and six months ended July 31, 2004 which included Autodesk's Condensed Consolidated Statements of Cash Flows for the six months ended July 31, 2004 and July 31, 2003. Within the cash flow statements, the amounts related to business combinations were inadvertently reported under the caption "Capital and other expenditures" and amounts related to capital and other expenditures were inadvertently reported under the caption "Business combinations." This inadvertent transposition did not affect the total cash used in or provided by investing activities nor total cash generated during the period, or other items on the financial statements. Corrected Condensed Consolidated Statements of Cash Flows are attached as Exhibit 99.1.

This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits**(c) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Condensed Consolidated Statements of Cash Flows for the six months ended July 31, 2004 and July 31, 2003

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, thereunto duly authorized.

AUTODESK, INC.

By: /s/ ALFRED J. CASTINO

Alfred J. Castino
Senior Vice President and Chief Financial Officer

Date: August 24, 2004

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Condensed Consolidated Statements of Cash Flows for the six months ended July 31, 2004 and July 31, 2003

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

	Six Months Ended July 31,	
	2004	2003
	(Unaudited)	
Operating Activities		
Net income	\$ 81,670	\$ 40,110
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	25,372	24,129
Stock compensation expense	377	1,013
Net loss on fixed asset disposals	282	—
Write-downs of cost method investments	—	26
Tax benefits from employee stock plans	24,414	—
Restructuring related charges, net	5,648	—
Changes in operating assets and liabilities	884	(17,707)
Net cash provided by operating activities	138,647	47,571
Investing Activities		
Net sales and maturities of available-for-sale marketable securities	20,165	30,839
Capital and other expenditures	(15,775)	(13,865)
Business combinations, net of cash acquired	(11,750)	(5,150)
Other investing activities	(1,490)	1,448
Net cash (used in) provided by investing activities	(8,850)	13,272
Financing activities		
Proceeds from issuance of common stock, net of issuance costs	160,879	21,467
Repurchase of common stock	(216,410)	(45,671)
Dividends paid	(6,741)	(6,680)
Net cash used in financing activities	(62,272)	(30,884)
Effect of exchange rate changes on cash and cash equivalents	(3,803)	3,088
Net increase in cash and cash equivalents	63,722	33,047
Cash and cash equivalents at beginning of year	282,249	186,377
Cash and cash equivalents at end of period	\$ 345,971	\$ 219,424
Supplemental cash flow information:		
Net cash paid (received) during the period for income taxes	\$ 7,365	\$ (573)