

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	
	April 30,	
	2003	2002
	(Unaudited)	
Net revenues	\$ 210,766	\$ 229,327
Costs and expenses:		
Cost of revenues	36,951	40,692
Marketing and sales	85,538	87,336
Research and development	47,392	45,207
General and administrative	34,278	33,159
	<u>204,159</u>	<u>206,394</u>
Income from operations	6,607	22,933
Interest and other income, net	<u>3,272</u>	<u>2,978</u>
Income before income taxes	9,879	25,911
Provision for income taxes	<u>(2,371)</u>	<u>(6,996)</u>
Pro forma net income	\$ 7,508	\$ 18,915
Basic pro forma net income per share	\$ 0.07	\$ 0.17
Diluted pro forma net income per share	\$ 0.07	\$ 0.16
Shares used in computing basic pro forma net income per share	<u>111,775</u>	<u>113,258</u>
Shares used in computing diluted pro forma net income per share	<u>113,446</u>	<u>118,402</u>

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

GAAP operating expenses	\$ 204,159	\$ 208,139
Amortization of purchased intangibles	-	(203)
Restructuring and other	-	(1,542)
Pro forma operating expenses	\$ 204,159	\$ 206,394

A reconciliation between income from operations on a GAAP basis and pro forma income from operations is as follows:

GAAP income from operations	\$ 6,607	\$ 21,188
Amortization of purchased intangibles	-	203
Restructuring and other	-	1,542
Pro forma income from operations	\$ 6,607	\$ 22,933

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	\$ (2,371)	\$ (6,525)
Income tax effect of pro forma adjustments	-	(471)
Pro forma provision for income taxes	\$ (2,371)	\$ (6,996)

A reconciliation between net income on a GAAP basis and pro forma net income is as follows:

GAAP net income	\$ 7,508	\$ 17,641
Amortization of purchased intangibles	-	203
Restructuring and other	-	1,542
Income tax effect	-	(471)
Pro forma net income	\$ 7,508	\$ 18,915

To supplement our consolidated financial statements presented on a GAAP basis, Autodesk uses pro forma measures of operating results, net income and 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.