

**Autodesk, Inc.**  
**Pro Forma Consolidated Statements of Income**

(In thousands, except per share data)

	<u>Three Months Ended</u>		<u>Year Ended</u>	
	<u>January 31,</u>		<u>January 31,</u>	
	<u>2003</u>	<u>2002</u>	<u>2003</u>	<u>2002</u>
	<u>(Unaudited)</u>		<u>(Unaudited)</u>	
Net revenues	\$ 195,516	\$ 254,034	\$ 824,945	\$ 947,491
Costs and expenses:				
Cost of revenues	33,425	41,486	140,162	151,203
Marketing and sales	80,474	88,842	331,721	343,508
Research and development	39,957	39,195	172,985	168,574
General and administrative	33,084	33,368	128,929	131,499
	<u>186,940</u>	<u>202,891</u>	<u>773,797</u>	<u>794,784</u>
Income from operations	8,576	51,143	51,148	152,707
Interest and other income, net	2,321	1,745	13,504	19,058
Income before income taxes	10,897	52,888	64,652	171,765
Provision for income taxes	(2,942)	(15,866)	(17,456)	(51,578)
Equity in net loss of affiliate	-	-	-	(1,211)
Net income	<u>\$ 7,955</u>	<u>\$ 37,022</u>	<u>\$ 47,196</u>	<u>\$ 118,976</u>
Basic net income per share	<u>\$ 0.07</u>	<u>\$ 0.34</u>	<u>\$ 0.42</u>	<u>\$ 1.09</u>
Diluted net income per share	<u>\$ 0.07</u>	<u>\$ 0.32</u>	<u>\$ 0.41</u>	<u>\$ 1.06</u>
Shares used in computing basic net income per share	<u>112,619</u>	<u>110,382</u>	<u>113,035</u>	<u>108,816</u>
Shares used in computing diluted net income per share	<u>114,161</u>	<u>114,428</u>	<u>114,775</u>	<u>112,276</u>
The above pro forma amounts have been adjusted to exclude the following items:				
Amortization of goodwill and purchased intangibles	\$ 26	\$ 5,224	\$ 299	\$ 20,903
Restructuring and other	7,324	16,566	25,887	33,630
Non-recurring tax benefit	(3,824)	-	(3,824)	-
Gain on disposal of affiliate	-	-	-	(9,461)
Income tax effect	(1,984)	(6,537)	(7,070)	(16,409)
Net difference between actual results and pro forma net income	<u>\$ 1,542</u>	<u>\$ 15,253</u>	<u>\$ 15,292</u>	<u>\$ 28,663</u>