

Press Release

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AUTODESK REPORTS SECOND QUARTER RESULTS

SAN RAFAEL, Calif., August 15, 2002—Autodesk, Inc. (Nasdaq: ADSK), the world's leading design software and digital content company, today announced financial results for its second quarter ended July 31, 2002. For the second quarter of fiscal year 2003, Autodesk reported net revenues of \$211 million, compared to \$231 million in the second quarter of fiscal year 2002.

Second quarter net income was \$12 million or \$0.10 per diluted share compared to net income for the same quarter a year ago of \$19 million or \$0.17 per diluted share.

On a pro forma basis, as defined below, second quarter net income was \$15 million or \$0.13 per diluted share compared to \$30 million or \$0.27 per diluted share for the same quarter a year ago.

In accordance with Section 906 of the Sarbanes-Oxley Act of 2002, Carol Bartz, Autodesk chairman and CEO, and Al Castino, Senior Vice President and CFO, will be certifying the second quarter Form 10-Q to the SEC. This new certification will start with the filing of our second quarter 10-Q due out in September.

"Although our businesses felt varying degrees of economic softness, we are pleased to deliver on our projected results," said Carol Bartz, Autodesk chairman and CEO. "The fundamentals of our business are strong. Our sales teams around the world drove new product sales, subscriptions, and professional services. As a result, we are gaining market share and are well positioned for growth when the economy turns around."

Second Quarter Highlights

- In Manufacturing, we continue to grow our 3D market share. Division revenues for the quarter were \$33 million, up 21% from last year. We added 14,000 3D commercial users during the quarter, far exceeding the seats sold by any other 3D modeler on the market for three consecutive quarters.
- With growth in major accounts, and government and municipality sales, our Geographic Information Systems division generated revenues of \$26 million, despite tough market conditions.
- Fueled by strong 3D manufacturing and major account sales, European revenues for the second quarter came in at \$66 million, an increase of 11% from last year.
- By helping customers increase business process efficiency through better use of digital design information, our collaboration businesses are gaining momentum.
 - Buzzsaw's user base expanded by another 3%, as revenue grew by 5% compared to last quarter,
 - Streamline, a key component of our PLM strategy, had four customer wins that stood out this quarter: SPX Airgage, Jacobs Engineering, Arken Design and the Hong Kong government.
- The combination of subscription and professional services are fast becoming an integral part in winning major account engagements, especially in competitive situations. During the quarter, the Americas' subscription program grew 5% sequentially while Europe, in its second quarter with subscriptions, grew exponentially. We also closed our first million-dollar, one year global service contract with a major semiconductor equipment manufacturer.

Business Outlook

The following statements are based on current expectations. These statements are forward-looking and actual results may differ materially.

Revenue outlook:

Net revenues for the third quarter of fiscal year 2003 are expected to range between \$200 million and \$210 million. This brings the company's net revenue expectations for the fiscal year 2003 to a range between \$860 million and \$900 million.

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These revenue expectations are subject to a number of risks, including the possibility of further slowing in the worldwide economies, especially in Europe and Japan, or in the commercial construction and entertainment sectors, failure to achieve continuing customer acceptance of the AutoCAD 2002 family of products, failure to grow new or emerging businesses, competitive pressure, and fluctuations in foreign currency.

Earnings per share outlook:

Earnings per diluted share on a pro forma basis, excluding restructuring and other charges as well as amortization of purchased intangibles, is expected to range between \$0.05 and \$0.10 per diluted share for the third quarter of fiscal year 2003. This brings pro forma earnings expectations for fiscal year 2003 to range between \$0.50 and \$0.70 per diluted share.

Pro forma earnings per diluted share may vary from expectations due to inability to maintain or grow overall revenue, inability to further reduce operating costs, inability to successfully integrate new or acquired businesses like Revit and CAiCE, and fluctuations in interest rates and share count.

The statements above contained in the business outlook are forward-looking statements that involve risks and uncertainties. In addition to factors discussed above, other factors that could cause actual results to differ materially include the following: general market and business conditions, pricing pressure, failure to achieve continued success in technology advancements, delays in release of new products and services, failure to successfully integrate new or acquired businesses, changes in customer ordering patterns, failure to grow collaboration or location-based services. 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, 2002, and Form 10-Q for the quarter ended April 30, 2002 which are on file with the Securities and Exchange Commission.

Autodesk will host a toll free conference call at 888-790-5520 and an audio webcast on the second quarter results beginning at 5:00 p.m. Eastern Time at www.Autodesk.com/investor. An audio webcast replay will be available until September 1, 2002.

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A summary of Autodesk's financial results is as follows:

Three months ended July 31	2002	2001
Net revenues	\$211,401,000	\$231,360,000
Net income (1)(2)	\$11,760,000	\$19,173,000
Pro forma net income (3)	\$14,518,000	\$29,636,000
Diluted net income per share (1)(2)	\$0.10	\$0.17
Pro forma diluted net income per share (3)	\$0.13	\$0.27

(1) Net income for the quarter ended July 31, 2002, includes restructuring and other charges of \$3.7 million or \$0.03 per diluted share. Net income for the quarter ended July 31, 2001, includes restructuring and other charges of \$9.8 million or \$0.09 per diluted share.

(2) On February 1, 2002, Autodesk adopted new accounting rules which resulted in the discontinuation of goodwill amortization. Net income for the quarter ended July 31, 2001 includes \$5.0 million or \$0.04 per diluted share of goodwill amortization.

(3) Pro forma results for the quarter ended July 31 2002, excludes restructuring and other charges and amortization of purchased intangibles totaling \$3.8 million or \$0.03 per diluted share. Pro forma results for the quarter ended July 31, 2001, excludes amortization of goodwill and purchased intangibles of \$5.2 million or \$0.05 per diluted share and restructuring and other charges of \$9.8 million or \$0.09 per diluted share.

Six months ended July 31	2002	2001
Net revenues	\$440,728,000	\$477,100,000
Net income (4)(5)	\$29,401,000	\$47,073,000
Pro forma net income (6)	\$33,433,000	\$61,203,000
Diluted net income per share (4)(5)	\$0.25	\$0.42
Pro forma diluted net income per share (6)	\$0.29	\$0.55

(4) Net income for the six months ended July 31, 2002, includes \$5.3 million of restructuring and other charges or \$0.05 per diluted share. Net income for the six months ended July 31, 2001, includes restructuring and other charges of \$9.8 million or \$0.09 per diluted share.

(5) On February 1, 2002, Autodesk adopted new accounting rules which resulted in the discontinuation of goodwill amortization. Net income for the six months ended July 31, 2001 includes \$9.9 million or \$0.09 per diluted share of goodwill amortization.

(6) Pro forma results for the six months ended July 31, 2002, excludes restructuring and other charges and amortization of purchased intangibles totaling \$5.5 million on \$0.05 per diluted share. Pro forma results for the six months ended July 31, 2001, excludes amortization of goodwill and purchased intangibles of \$10.5 million or \$0.09 per diluted share, and restructuring and other charges of \$9.8 million or \$0.09 per diluted share.

About Autodesk

Autodesk is the world's leading design software and digital content company. Founded in 1982, Autodesk provides design software, Internet portal services, wireless development platforms, and point-of-location applications that empower more than four million customers in over 150 countries to drive business and remain competitive. For more information, contact any Authorized Autodesk Reseller, call Autodesk at 800-964-6432, or visit www.autodesk.com. Discreet™ product information is available at 800-869-3504 or via the Web at www.discreet.com.

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