

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

(In thousands, except per share data)

	Three Months Ended		Six Months Ended	
	2002	July 31, 2001 (Unaudited)	2002	July 31, 2001 (Unaudited)
Net revenues	\$ 211,401	\$ 231,360	\$ 440,728	\$ 477,100
Costs and expenses:				
Cost of revenues	34,210	35,193	74,902	71,918
Marketing and sales	81,782	86,552	169,118	173,557
Research and development	46,642	43,583	91,849	89,742
General and administrative	34,595	31,696	67,754	65,639
	<u>197,229</u>	<u>197,024</u>	<u>403,623</u>	<u>400,856</u>
Income from operations	14,172	34,336	37,105	76,244
Interest and other income, net	5,716	8,002	8,694	12,988
Income before income taxes	19,888	42,338	45,799	89,232
Provision for income taxes	(5,370)	(12,702)	(12,366)	(26,818)
Equity in net loss of affiliate	-	-	-	(1,211)
Net income	<u>\$ 14,518</u>	<u>\$ 29,636</u>	<u>\$ 33,433</u>	<u>\$ 61,203</u>
Basic net income per share	<u>\$ 0.13</u>	<u>\$ 0.27</u>	<u>\$ 0.30</u>	<u>\$ 0.57</u>
Diluted net income per share	<u>\$ 0.13</u>	<u>\$ 0.27</u>	<u>\$ 0.29</u>	<u>\$ 0.55</u>
Shares used in computing basic net income per share	<u>113,348</u>	<u>108,023</u>	<u>113,326</u>	<u>107,771</u>
Shares used in computing diluted net income per share	<u>114,275</u>	<u>111,420</u>	<u>115,783</u>	<u>111,116</u>

The above pro forma amounts have been adjusted to exclude the following items:

Amortization of goodwill and purchased intangibles	\$ 44	\$ 5,174	\$ 247	\$ 10,481
Restructuring and other	3,735	9,774	5,277	9,774
Income tax effect	(1,021)	(4,485)	(1,492)	(6,125)
Net difference between actual and pro forma net income	<u>\$ 2,758</u>	<u>\$ 10,463</u>	<u>\$ 4,032</u>	<u>\$ 14,130</u>