

Autodesk, Inc.
Pro Forma Consolidated Statements of Income

(In thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	October 31,		October 31,	
	2002	2001	2002	2001
	(Unaudited)		(Unaudited)	
Net revenues	\$ 188,701	\$ 216,357	\$ 629,429	\$ 693,457
Costs and expenses:				
Cost of revenues	31,835	37,799	106,737	109,717
Marketing and sales	82,129	81,109	251,247	254,666
Research and development	41,179	39,637	133,028	129,379
General and administrative	28,091	32,492	95,845	98,131
	<u>183,234</u>	<u>191,037</u>	<u>586,857</u>	<u>591,893</u>
Income from operations	5,467	25,320	42,572	101,564
Interest and other income, net	2,489	4,325	11,183	17,313
Income before income taxes	7,956	29,645	53,755	118,877
Provision for income taxes	(2,148)	(8,894)	(14,514)	(35,712)
Equity in net loss of affiliate	-	-	-	(1,211)
Net income	<u>\$ 5,808</u>	<u>\$ 20,751</u>	<u>\$ 39,241</u>	<u>\$ 81,954</u>
Basic net income per share	<u>\$ 0.05</u>	<u>\$ 0.19</u>	<u>\$ 0.35</u>	<u>\$ 0.76</u>
Diluted net income per share	<u>\$ 0.05</u>	<u>\$ 0.19</u>	<u>\$ 0.34</u>	<u>\$ 0.74</u>
Shares used in computing basic net income per share	<u>112,809</u>	<u>108,740</u>	<u>113,161</u>	<u>108,186</u>
Shares used in computing diluted net income per share	<u>113,558</u>	<u>112,020</u>	<u>114,950</u>	<u>111,502</u>
The above pro forma amounts have been adjusted to exclude the following items:				
Amortization of goodwill and purchased intangibles	\$ 26	\$ 5,198	\$ 273	\$ 15,679
Restructuring and other	13,286	7,290	18,563	17,064
Gain on disposal of affiliate	-	(9,461)	-	(9,461)
Income tax effect	(3,594)	(3,747)	(5,086)	(9,872)
Net difference between actual results and pro forma net income	<u>\$ 9,718</u>	<u>\$ (720)</u>	<u>\$ 13,750</u>	<u>\$ 13,410</u>