

**Autodesk, Inc. Conference Call
January 17, 2006**

Corporate Speakers

- Sue Pirri Autodesk, Inc. Sr. Director Investor Relations
- Carol Bartz Autodesk, Inc. Executive Chairman of the Board of Directors
- Carl Bass Autodesk, Inc. President and CEO

Participants

- Jay Vleeschhouwer Merrill Lynch Analyst
- Gene Munster Piper Jaffray Analyst
- Dibya Sarkar Federal Computer Week Analyst

PRESENTATION

Operator: Good day ladies and gentlemen, thank you for standing by, and welcome to the conference call to discuss Autodesk, Inc.'s organizational announcement. My name is Carlo and I will be your coordinator for today's presentation.

[OPERATOR INSTRUCTIONS]

I would now like to turn the presentation over to your host for today's conference, Sue Pirri. Please proceed Maim.

Sue Pirri: Thank you, operator. Good morning everyone, and thank you for joining us. Today, Autodesk announced two important executive promotions as of May 1st; Carl Bass will become President and Chief Executive Officer of the company. And Carol Bartz will assume the role of Executive Chairman of the Board of Directors. Carl Bass also has been named to the Autodesk Board of Directors effective immediately. The agenda for today's call begins with remarks from Carol Bartz and Carl Bass providing details of the announcement. After that, we will open the phone lines for questions.

Before we begin, I would like to remind you that we may make forward looking statements in today's call. To the extent we do so, please keep in mind that such statements reflect our best judgment based on factors currently known to us, and that actual events could differ materially. Please refer to the documents we file from time to time with the SEC, which contain and identify important factors that may cause future events to differ from those contained in our forward looking statements. Today's conference call is being broadcast live through an audio webcast, in addition a replay of the call will be available by webcast on our website www.autodesk.com/press.

Now, I would like to turn the call over to Carol Bartz.

Carol Bartz: Good morning everybody, and thanks for joining us. As CEO I have seen amazing changes over the past 14 years. Across every industry we serve from the manufacturing

infrastructure and architecture to media and entertainment. Frankly, it would have been hard to imagine in 1992, just how dramatic these changes would be. Yet thanks to the technology created by the great people here at Autodesk, along with the tireless work of our dedicated partners, we have consistently produced a tool seven million customers choose every day, to turn their great ideas into reality. I am very proud to have been able to lead a company that such a profound affect on so many people around the world.

Under Carl's leadership as President and CEO, Autodesk will remain focused on creating maximum value for our shareholders, customers, partners and employees. Carl is one of the most respected executives in this industry, and has played an interval leadership role in Autodesk's success. He has a deep understanding, not only the dynamics of Autodesk, but in the demands our customers face every day.

As I assume my new duties as Executive Chairman, Carl's appointment of CEO represents a natural evolution of leadership at Autodesk. In my role as Executive Chairman I will focus my energies on creating even strong relationships with customers, partners and investors, and improving the business climate for Autodesk around the world, particularly in emerging markets such as china, India and Eastern Europe. I will tell you that I am honored to have had the opportunity to lead this great company for the past 14 years, and I'm looking forward to assuming my new role. Okay, big boy it is your turn.

Carl Bass: Thank you, Carol. I'm honored to be able to build on the legacy of Carol's tenure here as CEO. When Carol was named CEO, Autodesk was still really just getting started. Under Carol's leadership Autodesk ahs grown into the recognized leader in 3D technology and services and has built a business with approximately \$1.5 billion in annual revenue. I'm excited about the opportunity ahead for Autodesk and our customers. It is through Carol's strong and decisive leadership, that Autodesk secured amiable position in the market today.

The increasingly wired world, big advances in computing power and our own technology leadership, combines to create an unlimited compelling future for our business. The 3D technology is creating the next great transition in the industries we serve. And our soon to be announced 2007 product line includes even better solutions to help our customers create, manage and share their digital design assets.

Having been a part of the Autodesk leadership team for ten years, I have never been prouder of our people or our products. We have unprecedented opportunities both technological and geographic. With this announcement our business priorities remain the same; to continue finding better and better ways to execute on our solid business strategy. In fact, I would like to send this to our customers, shareholders, partners and employees; our direction is unchanged.

Continue to expect from Autodesk the same relentless commitment to innovation, to solving customers problems, to returning value to our shareholders, to being a great business partner and to making this company a truly great place for the best, the brightest and the most committed people in the software industry to work.

Operator we are ready for your questions.

QUESTIONS AND ANSWERS

Operator: Thank you, sir.

[OPERATOR INSTRUCTIONS]

And sir, our first question is from the line of Jay Vleeschhouwer with Merrill Lynch.

Jay Vleeschhouwer: Thanks. Good morning. Carol I think my understatement of the day is going to be, it has been an interesting 14 years. And for Carl I think this is a natural evolution as you say, but the natural question is what besides the existing business priority that you say you will remain focused on, might be any additional priority or new focus areas? What is incremental Carl in your thinking about the end market or business priorities or operations of the company, incremental to the base priorities?

Carl Bass: Jay, I don't - - like we said I don't see any changes. Carol and I have worked together for a long time now. We are going to continue to work together going forward. Much of the stuff stays in place as before and it is really the same direction. I think anything incremental when we see you in New York in April, we will talk about anything new, but for now, things really remain the same.

Jay Vleeschhouwer: Okay, the follow-up is I know that you or the company certainly personally have been very much focused on the manufacturing sector in particular, as a growth market for you with [Inventor] for example, but what is your thinking in terms of the kind of focus or resources or growth expectations you would have in the other verticals besides the manufacturing sector?

Carl Bass: Well Jay you only listen to me when I talk manufacturing. But seriously, all of the businesses are important business. We have talked about them. They are in different stages in their development in the competitive landscape it is different in each one. You understand the difference in the business. I think our manufacturing business gets a lot of attention, namely because of the competitive landscape and the presence of other public companies in that space. And it is the largest market opportunity, so we are very committed to the manufacturing industry.

I think the other thing that is going on in manufacturing right now is, there are interesting changes taking place in that market that really benefit a company like us. Bringing this democratizing technology to market, but I think that is good. At the same time I think the other markets are very important, for example our acquisition of Alias reinforces our commitment to the media and entertainment industry.

And I think that one of the things that we have begun to talk about a little bit more and we certainly talked about this a year ago at Autodesk University is that we see this increasing convergence. The idea of using digital assets created in what today is a singular market being used not only across the life cycle but there for a cross discipline. So, I think you will see a little more emphasis on this cross fertilization of the digital assets.

Jay Vleeschhouwer: Great, thanks Carl; thanks Carol.

Operator: [OPERATOR INSTRUCTIONS]

And we have a question from the line of Gene Munster with Piper Jaffray.

Gene Munster: Thanks, first Carol congratulations. You really have changed the look of the world I guess, the buildings and the designs. So, you can move up knowing that.

Carol Bartz: Thank you.

Gene Munster: I guess maybe you can just talk about the timing and why the move now?

Carol Bartz: Well the timing is I'll remain CEO through the end of April, which will be almost exactly 14 years. So, why now is probably only interesting to me. My daughter is heading off for college next fall provided she gets any of those little slips on April 1st, or so they tell me that's when they come. And I really want to be able to spend some time getting her ready and sending her off. I also think that Carl is just ready, and the board and I have been working with Carl in his roll as COO.

In fact, I would make a comment that our board took their duty of succession probably more seriously and has done a better job than most boards in the corporate world. They met with Carl independently over the past year, had dinner with him, and understood his views and he was ready to go. And I'm ready to play a little more. So, it was a perfect time and someday I'm ready to get my golf handicap in the 20's. Keeping this CEO job makes it almost impossible and kind of getting old at the same time. So, that's the reason, Gene.

Gene Munster: Okay. and then maybe Carl, can you talk a little bit about -- obviously you talked about pursuing and keeping with the legacy that Carol has brought, which says you are going to keep a lot of those strategies in place. But maybe, obviously you have your own ideas too on how to do things, maybe give us some insight in terms of just how you think about anything different about what Carol would have thought about things.

Carl Bass: I think in some ways Gene, it is a little bit soon. I think Carol is going to be here for another three months in the same role. After that we will continue to work together. But you know I think while the leadership, whether it is Carol or mine is an important part, a lot of the success of Autodesk has come from the entire senior management team from all of the employees. The direction we have been able to head in and the success we have had over the last few years as a result of that.

And I think in some ways as we speak to the lack of [gravity] or lack of seriousness about our direction, that we are just going to wake up tomorrow and head in another direction. And I think we have carefully considered what we have done. We have worked hard to achieve this success we have had over the last several years. And for the most part, we intend to continue that. Having said that, there are always small things, the business landscape changes, our customer's needs change, and we will take them in hand as they come and adjust accordingly.

Gene Munster: Okay. And just lastly and I didn't hear anything, but there was no comments regarding or, are you not making any comments regarding reiterating guidance or anything on guidance on this call is that correct?

Carol Bartz: That is correct. Gene as you know, we did that last week when we closed Alias, so that is only - - that was last Tuesday, so I think that is pretty fresh.

Gene Munster: Great. Thank you, very much.

Operator: [OPERATOR INSTRUCTIONS]

And our next question is from the line of Dibya Sarkar with Federal Computer Week.

Dibya Sarkar: Hi, thanks very much for taking my call. I appreciate it. Basically I just have one question. You mentioned about your business strategy is not going change for any of the manufacturing or whatever else. What about the government public sector, is there going to be any type of emphasis? I haven't heard you mention that. I'm just wondering is there going to be more emphasis, less emphasis, same, any tweaking there or anything on that?

Carl Bass: Yes, it is interesting. We have had over the last - - over the course of the last year a renewed interest or increased interest in the government sector. We are going to continue that, it is not directly the result of any change in leadership, but it is something we felt like we were underserved in that market and we think there is a lot of opportunity, both in the U.S. government, local and state government as well as when you look at overseas governments. If you look at the kind of work we enable, the building of infrastructure, the building of buildings as well as manufacturing, it is something that has a large presence in the government, and we think we are just going to increase our emphasis.

Dibya Sarkar: Is there any one particular emphasis within the public sector, if you could go a little bit more granular?

Carl Bass: I think one of the things you certainly see is the homeland security, emergency crisis management. Those are kinds of things that we see as being an important part.

Dibya Sarkar: I see. Okay, great. Thank you.

Operator: And with that, we have no further questions, back over to the group for any closing remarks.

Carol Bartz: Thank you, everyone for joining us this morning. If investors have any questions, please feel free to give me or Sue Pirri a call. Media and press should contact Tim O'Keefe as listed on the press release, and we will look forward to taking your calls later. Thanks.

Operator: Ladies and gentlemen, we thank you for your participation in today's conference. This concludes your presentation, and you may now disconnect.

