



Autodesk, Inc.





ADSK NASDAQ

Software

Market Capitalization USD:

\$6,359.04 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Carl Bass

Age: 54

CEO Since: 2006

	2009	2010	2011
Base Salary	\$883,333	\$825,000	\$945,192
Discretionary Bonus	\$0	\$0	\$950
Annual Cash Incentive	\$775,000	\$810,000	\$1,300,000
Benefits and Perquisites	\$4,078	\$5,262	\$4,202
TOTAL ANNUAL COMPENSATION	\$1,662,411	\$1,640,262	\$2,250,344
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$4,466,280	\$4,028,094	\$4,386,870
Stock Awards	\$1,447,040	\$562,560	\$8,762,000
TOTAL COMPENSATION	\$8,107,743	\$6,230,916	\$15,399,214
Median of Other Named Executive Officers Total Compensation	\$1,925,632	\$1,925,632	\$2,635,838
Value Realized on Exercise of Stock Option	\$3,935,500	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$2,196,720
TOTAL REALIZED EQUITY COMPENSATION	\$3,935,500	\$0	\$2,196,720

Proxy Date: 24 Apr 2012

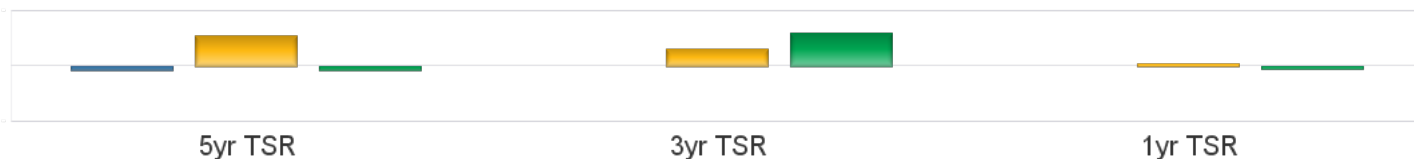
Annual Meeting Date: 7 Jun 2012

Equity Reserves: 33.88%

Stock Option Run Rate: 2.34%

Performance Comparison

■ S&P500 ■ Industry ■ ADSK



Peer Comparisons (TRBC) =Software

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ADSK	Autodesk, Inc.	\$8,107,743	\$6,230,916	\$15,399,214	\$6,359,036,578
CRM	salesforce.com, inc.	\$343,263	\$9,102,420	\$17,714,306	\$15,299,999,533
INTU	Intuit Inc.	\$4,814,826	\$13,871,791		\$14,270,619,433
SYMC	Symantec Corporation	\$7,025,792	\$9,022,349		\$12,078,531,019
ADBE	Adobe Systems Incorporated	\$6,663,781	\$12,228,214	\$10,825,110	\$11,864,952,887
CA	CA Technologies	\$8,797,867	\$11,539,640		\$9,796,152,485
RHT	Red Hat, Inc.	\$5,004,600	\$8,974,936		\$8,149,383,408

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Adobe Systems Incorporated, Electronic Arts, Inc., BMC Software, Inc., Intuit, Inc., CA, Inc., McAfee (Acquired by Intel), Cadence Design Systems Inc., NetApp, Inc., Citrix Systems, Inc., Symantec Corporation, eBay, Inc., VMware, Inc., EMC Corporation, Yahoo! Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Steven M. West	Chairman	56	Male	5	Outside
Marv T. McDowell	Member	47	Female	2	Outside
Stacy J. Smith	Member	49	Male	1	Outside