

Goodarzi Sasan K
Form 4
November 23, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodarzi Sasan K

(Last) (First) (Middle)
C/O INTUIT INC., 2700 COAST AVENUE
(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTUIT INC [INTU]

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2010

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Intuit Financial Services

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/22/2010 | | M ⁽¹⁾ | | 15,000 | A | \$ 20.695 |
| Common Stock | 11/22/2010 | | S ⁽¹⁾ | | 9,680 | D | \$ 44.9611 |
| Common Stock | 11/22/2010 | | S ⁽¹⁾ | | 5,320 | D | \$ 45.4676 |
| Common Stock | 11/22/2010 | | S | | 10,081 | D | \$ 44.3182 |

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| | | | | | | | | |
|--------------|------------|--|---|---------|---|----------------------|---------|---|
| Common Stock | 11/22/2010 | | M | 20,831 | A | \$ 30.21 | 20,831 | D |
| Common Stock | 11/22/2010 | | M | 22,499 | A | \$ 27.68 | 43,330 | D |
| Common Stock | 11/22/2010 | | M | 45,000 | A | \$ 31.29 | 88,330 | D |
| Common Stock | 11/22/2010 | | M | 45,000 | A | \$ 30.07 | 133,330 | D |
| Common Stock | 11/22/2010 | | M | 20,000 | A | \$ 32.23 | 153,330 | D |
| Common Stock | 11/22/2010 | | S | 110,739 | D | \$ 44.954 (5) | 42,591 | D |
| Common Stock | 11/22/2010 | | S | 42,591 | D | \$ 45.4571 (6) | 0 | D |
| Common Stock | 11/23/2010 | | M | 834 | A | \$ 27.68 | 834 | D |
| Common Stock | 11/23/2010 | | M | 60,000 | A | \$ 24 | 60,834 | D |
| Common Stock | 11/23/2010 | | S | 60,834 | D | \$ 44.5854 (7) | 0 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 20.695 | 11/22/2010 | | M(1) | 15,000 | 06/07/2007 06/07/2011 | Common Stock |

| | | | | | | | | |
|---|----------|------------|---|--------|------------|------------|-----------------|----|
| Non-Qualified Stock Option (right to buy) | \$ 30.21 | 11/22/2010 | M | 20,831 | 11/11/2010 | 08/10/2016 | Common Stock | 20 |
| Non-Qualified Stock Option (right to buy) | \$ 27.68 | 11/22/2010 | M | 22,499 | 10/23/2010 | 07/22/2015 | Common Stock | 22 |
| Non-Qualified Stock Option (right to buy) | \$ 31.29 | 11/22/2010 | M | 45,000 | 07/26/2009 | 07/25/2013 | Common Stock | 45 |
| Non-Qualified Stock Option (right to buy) | \$ 30.07 | 11/22/2010 | M | 45,000 | 07/25/2010 | 07/24/2014 | Common Stock | 45 |
| Non-Qualified Stock Option (right to buy) | \$ 32.23 | 11/22/2010 | M | 20,000 | 09/10/2010 | 10/08/2014 | Common Stock | 20 |
| Non-Qualified Stock Option (right to buy) | \$ 27.68 | 11/23/2010 | M | 834 | 11/23/2010 | 07/22/2015 | Common Stock | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 24 | 11/23/2010 | M | 60,000 | 07/29/2008 | 07/28/2012 | Common Stock | 60 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goodarzi Sasan K C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043 | | | SVP, Intuit Financial Services | |

Signatures

/s/ Kerry McLean, under a Confirming
Statement

11/23/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These transactions were effected pursuant to a 10b5-1 plan adopted by the reporting person.
This transaction was executed in multiple trades at prices ranging from \$44.26 to \$45.24. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (2) This transaction was executed in multiple trades at prices ranging from \$45.27 to \$45.64. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the

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issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$44.25 to \$44.39. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$44.26 to \$45.25. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) This transaction was executed in multiple trades at prices ranging from \$45.26 to \$45.68. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) This transaction was executed in multiple trades at prices ranging from \$44.54 to \$44.68. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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