

Williams R Neil
Form 4
August 13, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams R Neil

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP and CFO

(Street)

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

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

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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	(D)	Price

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 30.21	08/11/2009	A		75,000		<u>(1)</u>	08/10/2016	Common Stock	
Restricted Stock Unit (time-based)	<u>(3)</u>	08/11/2009	A		12,500		<u>(4)</u>	08/01/2012	Common Stock	
Restricted Stock Unit (performance-based)	<u>(3)</u>	08/11/2009	A		15,625		<u>(5)</u>	08/01/2012	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams R Neil C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043			SVP and CFO	

Signatures

/s/ Tyler Cozzens, under a Confirming Statement 08/13/2009

__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) 33 1/3 % of the options vest on 8/11/2010; thereafter, 2.778% of the options vest on the monthly anniversary of the grant date such that the options are fully vested on 8/11/2012.

(2) The reporting person was awarded the derivative securities in connection with his employment.

(3) 1-for-1

(4) These time-based restricted stock units will vest as to 50% of the shares on 8/1/2011 and the remaining 50% of the shares on 8/1/2012.

(5) These performance-based restricted stock units will vest on 8/1/2012 as to a variable percentage of the total number of underlying shares, if, and to the extent that, Intuit achieves certain specified performance goals. The target number of shares issuable under this award is 12,500 shares, but the reporting person may receive up to a maximum of 15,625 shares under this award if higher performance targets are achieved.

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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