

INTUIT INC

Form 4

August 24, 2011

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 *
FENNELL LAURA A

(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)

08/19/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, General Counsel & Corp Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/22/2011		M		1,540	A \$ 0	29,364 D
Common Stock	08/22/2011		M		1,500	A \$ 0	30,864 D
Common Stock	08/22/2011		F		1,405	D \$ 43.9	29,459 D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Restricted Stock Unit (MSPP Purchased Award)	(1)	08/19/2011		P		1,371	(2) (2)	Common Stock 1,371
Restricted Stock Unit (MSPP Matching Award)	(1)	08/19/2011		A		1,371	(3) (3)	Common Stock 1,371
Restricted Stock Unit (MSPP Purchased Award)	(1)	08/22/2011		M		1,540	(5) (5)	Common Stock 1,540
Restricted Stock Unit (MSPP Matching Unit Award)	(1)	08/22/2011		M		1,500	(6) (6)	Common Stock 1,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FENNELL LAURA A C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043	SVP, General Counsel & Corp Sec

Signatures

/s/ Kerry McLean, under
power-of-attorney

08/23/2011

__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) 1-for-1
 - (2) Restricted Stock Units (MSPP Purchased Award) are fully vested upon grant; however, settlement occurs upon the earlier of three years from grant date or termination of employment.
 - (3) Restricted Stock Units (MSPP Matching Award) vest and settle three years from grant date and may terminate earlier in the event of termination of the reporting person's employment.
 - (4) Reporting person was awarded the Restricted Stock Units (MSPP Matching Award) in connection with voluntary participation in a management stock purchase program (MSPP).
 - (5) Restricted Stock Units (MSPP Purchased Award) were fully vested upon grant 8/22/2008 and settled on 8/22/2011.
 - (6) These Restricted Stock Units (MSPP Matching Award) vested and settled on 8/22/2011.

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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