

INTUIT INC
Reported by
FLOURNOY MARK J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/06/14 for the Period Ending 06/05/14

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|-------------|--|
| Address | 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043 |
| Telephone | 650-944-6000 |
| CIK | 0000896878 |
| Symbol | INTU |
| SIC Code | 7372 - Prepackaged Software |
| Industry | Software & Programming |
| Sector | Technology |
| Fiscal Year | 07/31 |

FORM 4

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

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

OMB APPROVAL
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|
| 1. Name and Address of Reporting Person * FLOURNOY MARK J (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 (MM/DD/YYYY) <p align="center">6/5/2014</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p align="center">VP, Chief Accounting Officer</p> |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 6/5/2014 | | M | | 589 | A | \$47.79 | 669 ⁽¹⁾ | D | |
| Common Stock | 6/5/2014 | | M | | 1252 | A | \$56.52 | 1921 | D | |
| Common Stock | 6/5/2014 | | S | | 1841 | D | \$79.4969 ⁽²⁾ | 80 | D | |
| Common Stock | 6/5/2014 | | S | | 80 | D | \$79.48 | 0 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Option (right to buy) | \$47.79 | 6/5/2014 | | M | | 589 | | 5/20/2014 | 7/19/2018 | Common Stock | 589 | \$0 | 236 | D | |
| Non-Qualified Stock Option (right to buy) | \$56.52 | 6/5/2014 | | M | | 1252 | | 5/25/2014 | 7/24/2019 | Common Stock | 1252 | \$0 | 3508 | D | |

Explanation of Responses:

- (1) Includes 80 shares acquired by the reporting person on 3/14/2014 through the Intuit Inc. Employee Stock Purchase Plan.
- (2) This transaction was executed in multiple trades ranging from \$79.4957 to \$79.50. 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

| | | | | |
|--|--|--|-------------------------------------|--|
| FLOURNOY MARK J C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043 | | | VP, Chief Accounting Officer | |
|--|--|--|-------------------------------------|--|

Signatures

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

6/6/2014

** Signature of Reporting Person

Date

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

* 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).

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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