

**INTUIT INC**  
Reported by  
**WILLIAMS R NEIL**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 07/22/11 for the Period Ending 07/20/11

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**

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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<b>Williams R Neil</b>			<b>INTUIT INC [ INTU ]</b>			<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>SVP and CFO</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)						
			<b>7/20/2011</b>						
C/O INTUIT INC., 2700 COAST AVENUE			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street)	(City)	(State)	(Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
MOUNTAIN VIEW, CA 94043									

**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)			

**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	7/20/2011		A		34254		(1)	7/19/2018	Common Stock	34254	\$0	34254	D	
Restricted Stock Unit	(2)	7/20/2011		A		9252		(3)	(4)	Common Stock	9252	\$0	9252	D	
Restricted Stock Unit (performance-based vesting)	(2)	7/20/2011		A		34541		(5)	(4)	Common Stock	34541	\$0	34541	D	
Restricted Stock Unit (performance-based vesting)	(2)	7/20/2011		A		37957		(6)	(4)	Common Stock	37957	\$0	37957	D	

**Explanation of Responses:**

- (1) One third of the options vest on the first anniversary of the grant date; thereafter, 2.778% of the options vest on the 20th day of each of the following 24 months.
- (2) 1-for-1
- (3) One third of the restricted stock units vest on each of July 1, 2012, July 1, 2013 and July 1, 2014. provided the issuer achieves a pre-established operating goal.
- (4) Restricted Stock Units have no expiration date: they either vest or are canceled prior to vest date.

- (5) The maximum number of units subject to the award is presented in the table; the number of units that vest may be 0%-100% of this number ("awarded units"), depending upon performance. Following the achievement by the issuer of certain pre-established 3-year operating goals, the awarded units will vest on September 1, 2014. Vested restricted stock units will be paid in an equal number of shares of Intuit Inc. common stock.
- (6) The maximum number of units subject to the award is presented in the table; the number of units that vest may be 0%-100% of this number ("awarded units"), depending upon performance. Following the achievement by the issuer of certain total shareholder return objectives, the awarded units will vest on September 1, 2014. Vested restricted stock units will be paid in an equal number of shares of Intuit Inc. 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/ Kerry McLean, by power-of-attorney

7/22/2011

\*\* 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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