

INTUIT INC
Reported by
DALZELL RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/26/15 for the Period Ending 01/23/15

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

**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

1. Name and Address of Reporting Person * DALZELL RICHARD L <small>(Last) (First) (Middle)</small> C/O INTUIT INC., 2700 COAST AVENUE <small>(Street)</small> MOUNTAIN VIEW, CA 94043 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol INTUIT INC [INTU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/23/2015</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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				
Restricted Stock Unit	(1)	1/23/2015		A		2907		1/1/2016 (2)	1/23/2022 (3)	Common Stock	2907	\$0	2907	D	
Restricted Stock Unit	(1)	1/23/2015		A		838		1/1/2016 (4)	1/23/2022 (3)	Common Stock	838	\$0	838	D	
Restricted Stock Unit	(1)	1/23/2015		A		950		1/31/2015 (5)	1/23/2022 (3)	Common Stock	950	\$89.42 (6)	950	D	

Explanation of Responses:

- (1) 1-for-1
- (2) Represents vesting date for restricted stock units.
- (3) This award is subject to deferred release. The reported date represents the release date for vested restricted stock units. Restricted stock units have no expiration date; they vest or are canceled prior to the vesting date.
- (4) Represents earliest vesting date for these restricted stock units. 50% of the restricted stock units vest on each of 1/1/2016 and 1/1/2017.
- (5) Represents earliest vesting date for these restricted stock units. 25% of the awarded restricted stock units vest on each of 1/31/2015, 4/30/2015, 7/31/2015, and 10/31/2015.
- (6) Fair Market Value of Intuit Inc. Common Stock on date of grant; award pursuant to reporting person's election to receive payment of director's fees in the form of restricted stock units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DALZELL RICHARD L C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043	X			

Signatures

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

1/26/2015

** 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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