

INTUIT INC  
Form 4  
July 22, 2011

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

(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)  
07/20/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

SVP, Gen. Counsel, Corp. Sec.

6. Individual or Joint/Group Filing (Check Applicable Line)

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)		
				(A) or (D)	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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SEC 1474 (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 Security (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)			Date Exercisable	Expiration Date	Title
					Code	V			
Non-Qualified Stock Option (right to buy)	\$ 47.79	07/20/2011	A	15,470			(1)	07/19/2018	Common Stock
Restricted Stock Unit	(2)	07/20/2011	A	4,179			(3)	(4)	Common Stock
Restricted Stock Unit (performance-based vesting)	(2)	07/20/2011	A	15,599			(5)	(4)	Common Stock
Restricted Stock Unit (performance-based vesting)	(2)	07/20/2011	A	17,142			(6)	(4)	Common Stock

## 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, Gen. Counsel, Corp. Sec.	

## Signatures

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

07/22/2011

\_\_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) 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 that the issuer achieves a pre-established minimum operating goal.
- (4) Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.

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(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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.