

INTUIT INC
Form 4
August 22, 2013

FORM 4

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

OMB APPROVAL

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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

(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)
08/20/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	08/20/2013		M		1,261	A \$ 0	6,286 D
Common Stock	08/20/2013		M		1,261	A \$ 0	7,547 D
Common Stock	08/20/2013		F		927	D \$ 63.14	6,620 D
Common Stock	08/22/2013		M		40,000	A \$ 27.68	46,620 D
Common Stock	08/22/2013		M		60,000	A \$ 30.21	106,620 D

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Common Stock 08/22/2013 S 100,000 D \$ 62.905 6,620 D
(1)

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

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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 Underlying (Instr. 3 and 4)
Restricted Stock Unit (MSPP Purchased Award)	<u>(2)</u>	08/20/2013		M	1,261	08/20/2013 ⁽³⁾ 08/20/2013 ⁽⁴⁾	Common Stock
Restricted Stock Unit (MSPP Matching Award)	<u>(2)</u>	08/20/2013		M	1,261	08/20/2013 ⁽⁵⁾ <u>(6)</u>	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.68	08/22/2013		M	40,000	07/23/2011 07/22/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.21	08/22/2013		M	60,000	08/11/2012 08/10/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENNELL LAURA A C/O INTUIT INC.			SVP, Gen. Counsel & Corp Sec.	

2700 COAST AVENUE
MOUNTAIN VIEW, CA 94043

Signatures

/s/ Benjamin Schwartz, by
power-of-attorney

08/22/2013

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).

This transaction was executed in multiple trades at prices ranging from \$62.75 to \$63.31. The price reported above reflects the weighted

(1) 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 the prices at which the transaction was effected.

(2) 1-for-1

(3) Represents settlement date for Restricted Stock Units (MSPP Purchased Award).

(4) Represents settlement date for Restricted Stock Units (MSPP Purchased Award); these securities do not expire.

(5) Represents vesting and settlement date for Restricted Stock Units (MSPP Matching Award).

(6) No expiration date for Restricted Stock Units (MSPP Matching Award); these securities either vest and settle or are canceled prior to the vest date.

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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