

INTUIT INC
Form SC 13G/A
February 17, 2010

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c),
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2**

(Amendment No. 14)*

INTUIT INC.
(Name of Issuer)
COMMON STOCK
(Title of Class of Securities)
461202-10-3
(CUSIP Number)
DECEMBER 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(Page 1 of 15 Pages)

CUSIP No. 461202-10-3

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NAME OF REPORTING PERSON:

1. SCOTT D. COOK

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. USA

SOLE VOTING POWER:

5. NUMBER OF
SHARES
- 0

SHARED VOTING POWER:

6. BENEFICIALLY
OWNED BY
- 19,429,228

SOLE DISPOSITIVE POWER:

7. EACH
REPORTING
PERSON
- 0

SHARED DISPOSITIVE POWER:

8. WITH
- 19,429,228

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9. 19,429,228

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

6.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

CUSIP No. 461202-10-3

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NAME OF REPORTING PERSON:

1. HELEN SIGNE OSTBY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. USA

SOLE VOTING POWER:

5. NUMBER OF
SHARES
- 0

SHARED VOTING POWER:

6. BENEFICIALLY
OWNED BY
- 19,429,228

SOLE DISPOSITIVE POWER:

7. EACH
REPORTING
PERSON
- 0

SHARED DISPOSITIVE POWER:

8. WITH
- 19,429,228

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9. 19,429,228

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

6.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

CUSIP No. 461202-10-3

13G/A No. 14

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NAME OF REPORTING PERSON:

1. THE SCOTT D. COOK 2009
GRANTOR RETAINED
ANNUITY TRUST 5 YEAR
SCOTT D. COOK AND HELEN
SIGNE OSTBY, TRUSTEES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4.

CALIFORNIA

SOLE VOTING POWER:

5.

NUMBER OF 0

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 343,997

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8.

WITH 343,997

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

343,997

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11.

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12.

OO

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NAME OF REPORTING PERSON:

1. THE SCOTT D. COOK 2009
GRANTOR RETAINED
ANNUITY TRUST 10 YEAR
SCOTT D. COOK AND HELEN
SIGNE OSTBY, TRUSTEES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. CALIFORNIA

SOLE VOTING POWER:

5. NUMBER OF 0

SHARED VOTING POWER:

6. SHARES BENEFICIALLY OWNED BY 343,997

SOLE DISPOSITIVE POWER:

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8. WITH 343,997

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

343,997

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11.

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12.

OO

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NAME OF REPORTING PERSON:

1. THE SCOTT D. COOK 2009
GRANTOR RETAINED
ANNUITY TRUST 15 YEAR
SCOTT D. COOK AND HELEN
SIGNE OSTBY, TRUSTEES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4.

CALIFORNIA

SOLE VOTING POWER:

5.

NUMBER OF 0

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 343,997

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8.

WITH 343,997

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

343,997

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11.

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12.

OO

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NAME OF REPORTING PERSON:

1. THE HELEN SIGNE OSTBY 2009
GRANTOR RETAINED
ANNUITY TRUST 5 YEAR
SCOTT D. COOK AND HELEN
SIGNE OSTBY, TRUSTEES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4.

CALIFORNIA

SOLE VOTING POWER:

5.

NUMBER OF 0

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 343,997

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8.

WITH 343,997

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

343,997

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11.

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12.

OO

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NAME OF REPORTING PERSON:

1. THE HELEN SIGNE OSTBY 2009
GRANTOR RETAINED
ANNUITY TRUST 10 YEAR
SCOTT D. COOK AND HELEN
SIGNE OSTBY, TRUSTEES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4.

CALIFORNIA

SOLE VOTING POWER:

5.

NUMBER OF 0

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 343,997

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8.

WITH 343,997

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

343,997

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11.

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12.

OO

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NAME OF REPORTING PERSON:

1. THE HELEN SIGNE OSTBY 2009
GRANTOR RETAINED
ANNUITY TRUST 15 YEAR
SCOTT D. COOK AND HELEN
SIGNE OSTBY, TRUSTEES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. CALIFORNIA

SOLE VOTING POWER:

5. NUMBER OF 0

SHARED VOTING POWER:

6. SHARES BENEFICIALLY OWNED BY 343,997

SOLE DISPOSITIVE POWER:

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8. WITH 343,997

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

343,997

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11.

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12.

OO

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NAME OF REPORTING PERSON:

1. THE SCOTT D. COOK & HELEN
SIGNE OSTBY 1993 FAMILY
TRUST UTA DTD 12/30/93
SCOTT D. COOK AND HELEN
SIGNE OSTBY, CO-TRUSTEES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. CALIFORNIA

SOLE VOTING POWER:

5. NUMBER OF 0

SHARED VOTING POWER:

6. SHARES BENEFICIALLY OWNED BY 17,120,378

SOLE DISPOSITIVE POWER:

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8. WITH 17,120,378

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

17,120,378

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11.

5.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12.

OO

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NAME OF REPORTING PERSON:

1. THE SCOTT D. COOK & HELEN
SIGNE OSTBY 1994
CHARITABLE TRUST UTA DTD
12/30/94 SCOTT D. COOK AND
HELEN SIGNE OSTBY, CO-
TRUSTEES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2. (a)
(b)

SEC USE ONLY:

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4.

CALIFORNIA

SOLE VOTING POWER:

5.

NUMBER OF 0

SHARED VOTING POWER:

6. SHARES BENEFICIALLY OWNED BY

43,868

SOLE DISPOSITIVE POWER:

7. EACH REPORTING PERSON

0

SHARED DISPOSITIVE POWER:

8.

WITH

43,868

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

43,868

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11.

0.01%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12.

OO

CUSIP No. 461202-10-3

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Item 1.

(a) Name of Issuer:

Intuit Inc.

(b) Address of Issuer's Principal Executive Offices:

2700 Coast Avenue
Mountain View, Ca 94043

Item 2.

(a) Name of Person Filing:

- (i) Scott D. Cook
- (ii) Helen Signe Ostby
- (iii) The Scott D. Cook 2009 5 Year Grantor Retained Annuity Trust, Scott D. Cook and Helen Signe Ostby, Trustees
- (iv) The Scott D. Cook 2009 10 Year Grantor Retained Annuity Trust, Scott D. Cook and Helen Signe Ostby, Trustees
- (v) The Scott D. Cook 2009 15 Year Grantor Retained Annuity Trust, Scott D. Cook and Helen Signe Ostby, Trustees
- (vi) The Helen Signe Ostby 2009 5 Year Grantor Retained Annuity Trust, Scott D. Cook and Helen Signe Ostby, Trustees
- (vii) The Helen Signe Ostby 2009 10 Year Grantor Retained Annuity Trust, Scott D. Cook and Helen Signe Ostby, Trustees
- (viii) The Helen Signe Ostby 2009 15 Year Grantor Retained Annuity Trust, Scott D. Cook and Helen Signe Ostby, Trustees
- (ix) The Scott D. Cook & Helen Signe Ostby 1993 Family Trust UTA DTD 12/30/93 Scott D. Cook and Helen Signe Ostby, Co-Trustees (the Family Trust)
- (x) The Scott D. Cook & Helen Signe Ostby 1994 Charitable Trust UTA DTD 12/30/94 (the 1994 Charitable Trust)

(b) Address of Principal Business Office or, if none, Residence:

For all filing persons:
2700 Coast Avenue,
Mountain View, California 94043

(c) Place of Organization or Citizenship:

Scott D. Cook and Helen Signe Ostby are U.S. citizens. Each of the trusts identified in Item 2(a) is organized under the laws of the State of California.

(d) Title of Class of Securities:

Common Stock, par value \$.01 per share

(e) CUSIP Number:

461202-10-3

Item 3. Not applicable

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Item 4. Ownership.

(a) Amount beneficially owned:

As of December 31, 2009, 343,997 shares of Common Stock were held by each of the following GRATs: The Scott D. Cook 2009 Grantor Retained Annuity Trust 5 Year, The Scott D. Cook 2009 Grantor Retained Annuity Trust 10 Year; The Scott D. Cook 2009 Grantor Retained Annuity Trust 15 Year; The Helen Signe Ostby 2009 Grantor Retained Annuity Trust 5 Year, The Helen Signe Ostby 2009 Grantor Retained Annuity Trust 10 Year; The Helen Signe Ostby 2009 Grantor Retained Annuity Trust 15 Year; the Family Trust held 17,120,378 shares of Common Stock; and the 1994 Charitable Trust held 43,868 shares of Common Stock. All shares of Common Stock held by the trusts (an aggregate of 19,228,228 shares) may be deemed to be beneficially owned by Scott D. Cook and Helen Signe Ostby as co-trustees of each trust. The additional 201,000 shares reported by Scott D. Cook and Helen Signe Ostby represent shares issuable upon exercise of options held by Scott D. Cook that are exercisable within 60 days of December 31, 2009.

All percentages reported are based on 313,570,827 shares of common stock of Intuit Inc. outstanding as of December 31, 2009.

(b) Percent of class:

Scott D. Cook	6.2%
Helen Signe Ostby	6.2%
The Scott D. Cook 2009 GRAT 5 Year	0.1%
The Scott D. Cook 2009 GRAT 10 Year	0.1%
The Scott D. Cook 2009 GRAT 15 Year	0.1%
The Helen Signe Ostby 2009 GRAT 5 Year	0.1%
The Helen Signe Ostby 2009 GRAT 10 Year	0.1%
The Helen Signe Ostby 2009 GRAT 15 Year	0.1%
Family Trust	5.5%
1994 Charitable Trust	0.01%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

-0-

(ii) Shared power to vote or to direct the vote:

* see explanation below

(iii) Sole power to dispose of or to direct the disposition of:

-0-

(iv) Shared power to dispose of or to direct the disposition of:

* As co-trustees of each of the Grantor Retained Annuity Trusts and the 1994 Charitable Trust, Mr. Cook and Ms. Ostby have shared voting and dispositive power with respect to the 2,107,850 shares of Common Stock held by such trusts. Mr. Cook and Ms. Ostby must act jointly to vote or dispose of these shares of Common Stock.

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* As co-trustees of the Family Trust, Mr. Cook and Ms. Ostby have shared voting and dispositive power with respect to the 17,120,378 shares of Common Stock held by such trust. Either Mr. Cook or Ms. Ostby, acting alone, may vote or dispose of these shares of Common Stock.

* Mr. Cook and Ms. Ostby are expected to have shared voting and dispositive power with respect to the 201,000 shares of Common Stock issuable upon exercise of options held by Scott D. Cook that are exercisable within 60 days of December 31, 2009.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

See Item 2. The filing persons are making a joint filing pursuant to Rule 13d-1 (k) under the Securities Exchange Act of 1934, as amended. The filing parties have executed an Agreement With Respect to Joint Filing of Schedule 13G, which was filed as Exhibit 1 to the parties' Amendment No. 1 to Schedule 13G filed on May 9, 1997.

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2010

/s/ SCOTT D. COOK

Scott D. Cook

On behalf of the following filing persons:

Scott D. Cook

Helen Signe Ostby

The Scott D. Cook 2009 Grantor Retained Annuity Trust 5 Year

The Scott D. Cook 2009 Grantor Retained Annuity Trust 10 Year

The Scott D. Cook 2009 Grantor Retained Annuity Trust 15 Year

The Helen Signe Ostby 2009 Grantor Retained Annuity Trust 5 Year

The Helen Signe Ostby 2009 Grantor Retained Annuity Trust 10 Year

The Helen Signe 2009 Grantor Retained Annuity Trust 15 Year

The Scott D. Cook & Helen Signe Ostby 1993 Family Trust UTA DTD 12/30/93

The Scott D. Cook & Helen Ostby 1994 Charitable Trust UTA DTD 12/30/94