

INTUIT INC
Form 4
July 28, 2006

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 *
SMITH BRAD D

(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)
07/26/2006

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, Small Business Division

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)
Common Stock				(A) or (D) Price	4,630 ⁽¹⁾	D	

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)

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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 Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Non-Qualified Stock Option (right to buy)	\$ 31.29	07/26/2006		A	100,000	<u>(2)</u>	07/25/2013	Common Stock
Matching Unit Stock Bonus Award	<u>(4)</u>					06/15/2008	<u>(5)</u>	Common Stock
Matching Unit Stock Bonus Award	<u>(4)</u>					09/15/2008	<u>(5)</u>	Common Stock
Executive Stock Ownership Program Matching Unit <u>(6)</u>	<u>(4)</u>					12/15/2008	<u>(7)</u>	Common Stock
Executive Stock Ownership Program Matching Unit <u>(6)</u>	<u>(4)</u>					03/15/2009	<u>(7)</u>	Common Stock
Executive Stock Ownership Program Matching Unit <u>(6)</u>	<u>(4)</u>					06/15/2009	<u>(7)</u>	Common Stock
Executive Stock Ownership Program Matching Unit <u>(6)</u>	<u>(4)</u>					09/15/2009	<u>(7)</u>	Common Stock
Executive Stock Ownership Program	<u>(4)</u>					03/15/2010	<u>(7)</u>	Common Stock

Matching Unit
(6)

Executive
Stock

Ownership
Program

(4)

06/15/2010

(7)

Common
Stock

Matching Unit
(6)

Employee
Non-Qualified
Stock Option
(right to buy)

\$ 21.115

02/10/2006 02/10/2010

Common
Stock

Employee
Non-Qualified
Stock Option
(right to buy)

\$ 21.43

(8)

08/01/2010

Common
Stock

Employee
Non-Qualified
Stock Option
(right to buy)

\$ 21.07

(9)

03/22/2011

Common
Stock

Employee
Non-Qualified
Stock Option
(right to buy)

\$ 18.72

(10)

07/29/2011

Common
Stock

Employee
Non-Qualified
Stock Option
(right to buy)

\$ 22.33

(11)

06/09/2012

Common
Stock

Employee
Non-Qualified
Stock Option
(right to buy)

\$ 24

(12)

07/28/2012

Common
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH BRAD D
C/O INTUIT INC.
2700 COAST AVENUE
MOUNTAIN VIEW, CA 94043

SVP, Small Business Division

Signatures

/s/ CHRISTINA HALL, UNDER A CONFIRMING STATEMENT

07/28/2006

__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) Includes 218, 231, 251, 251, 272, 83, 256, and 214 shares acquired through the Intuit Inc. 1996 Employee Stock Purchase Plan on 6/15/04, 9/15/04, 12/15/04, 3/15/05, 6/15/05, 9/15/05, 3/15/06 and 6/15/06 respectively and 2,315 shares issued in connection with a 2-for-1 stock split on 7/6/2006.
 - (2) 33 1/3% of the options vest on the first anniversary of the grant date; the remaining options vest 2.778% for each of the following 24 months such that the option is fully vested on the third anniversary of the grant date.
 - (3) Reporting person was awarded the options in connection with his employment.
 - (4) 1-for-1
 - (5) Reporting person may elect to defer issuance of stock under Matching Unit Stock Bonus Award to a date not later than the first day of the fiscal year following termination of employment with the issuer.
 - (6) Restricted Stock Unit
 - (7) Reporting person may elect to defer issuance of stock under Restricted Stock Unit to a date not later than the first day of the fiscal year following termination of employment with the issuer.
 - (8) Currently, 19,444 options are vested; the remaining 556 options will vest on 8/1/2006.
 - (9) 33 1/3% of the options vested on 3/22/2005; the remaining options vest 2.778% for each of the following 24 months such that the options are fully vested on 3/22/2007.
 - (10) 33 1/3% of the options vested on 7/30/2005; the remaining options vest 2.778% for each of the following 24 months such that the option is fully vested on 7/30/2007.
 - (11) 33 1/3% of the options vested on 5/5/2006; the remaining options vest 2.778% for each of the following 24 months such that the option is fully vested on 5/5/2008.
 - (12) 33 1/3% of the options vest on 7/29/2006; the remaining options vest 2.778% for each of the following 24 months such that the option is fully vested on 7/29/2008.

Remarks:

Remarks: The numbers of non-derivative and derivative securities beneficially owned by the reporting person have been adjusted.

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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