

SMITH BRAD D
Form 4
August 22, 2012

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)
08/21/2012

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)
CEO, President & Director

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) | Amount or Price | | |
| Common Stock | 08/21/2012 | | M | | 2,893 A \$ 0 | 92,344 | D |
| Common Stock | 08/21/2012 | | M | | 2,893 A \$ 0 | 95,237 | D |
| Common Stock | 08/21/2012 | | F | | 2,682 D \$ 58.95 | 92,555 | D |
| Common Stock | | | | | | 84,918 | I Held by family trust |

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

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(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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit (MSPP Purchased Award) | <u>(1)</u> | 08/21/2012 | | M | 2,893 | 08/21/2012 ⁽²⁾ 08/21/2012 ⁽³⁾ | Common Stock | 2,893 |
| Restricted Stock Unit (MSPP Matching Award) | <u>(1)</u> | 08/21/2012 | | M | 2,893 | 08/21/2012 ⁽⁴⁾ ⁽⁵⁾ | Common Stock | 2,893 |

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 | X | | CEO, President & Director | |

Signatures

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

08/22/2012

__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) 1-for-1

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

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

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

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

(6) Reporting person was awarded the Restricted Stock Units (MSPP Matching Award) in connection with voluntary participation in a management stock purchase program (MSPP).

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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