INTUIT INC Form 4 May 25, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * COOK SCOTT D			2. Issuer Name and Ticker or Trading Symbol INTUIT INC [INTU]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	rst) (Middle) 3. Date of Earliest Transactio		(Check all applicable)			
C/O INTUIT INC, 2700 COAST AVENUE		COAST	(Month/Day/Year) 05/25/2010	_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman, Executive Committee			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MOUNTAIN VIEW, CA 94043			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative S	Securi	ties Acquire	d, Disposed of, o	r 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. Securitie onDisposed o (Instr. 3, 4	f (D)	uired (A) or	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/25/2010		G(1) V	60,000	D	\$ 0	18,808,228	I	By Trust
Common Stock	05/25/2010		S(1)	292,996	D	\$ 34.22 (3)	18,515,232	I	By Trust
Common Stock	05/25/2010		S <u>(1)</u>	7,004	D	\$ 34.6502 (5)	18,508,228	I	By Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Table I. Non Desirative Securities Assured Disposed of an Depolicially Or

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displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

10% Owner Officer Other Director

C/O INTUIT INC 2700 COAST AVENUE **MOUNTAIN VIEW, CA 94043**

X

Chairman, Executive Committee

Signatures

COOK SCOTT D

Tyler Cozzens, under a Confirming Statement

05/25/2010

**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) Transactions were effected pursuant to a 10b5-1 plan adopted by the reporting person.
- Shares held in trust by the Scott D. Cook and Helen Signe Ostby Family Trust UTA 12/30/93, the Scott D. Cook and Helen Signe Ostby **(2)** 1994 Charitable Trust UTA DTD 12/30/94 and Grantor Retained Annuity Trusts. The reporting person is a trustee of each of these trusts.
- This transaction was executed in multiple trades at prices ranging from \$33.60 to \$34.59. The price reported above reflects the weighted (3) 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 prices at which the transaction was effected.
- Following the last reported transaction on this Form 4, shares held in trust as follows: 16,446,000 shares held by the Scott D. Cook and Helen Signe Ostby Family Trust UTA 12/30/93; 43,868 shares held by the Scott D. Cook and Helen Signe Ostby 1994 Charitable Trust UTA DTD 12/30/94; and 2,018,360 shares held by six grantor retained annuity trusts. The reporting person is a trustee of each of these trusts.

(5)

Reporting Owners 2

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This transaction was executed in multiple trades at prices ranging from \$34.60 to \$34.70. The price reported above reflects the weighted 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 prices at which the transaction was effected.

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.