INTUIT INC Form 4 February 25, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person ** STANSBURY HENRY TAYLOE			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	INTUIT INC [INTU] 3. Date of Earliest Transaction	(Check all applicable)			
C/O INTUIT INC., 2700 COAST AVENUE (Street)			(Month/Day/Year) 02/24/2015	Director 10% Owner _X_ Officer (give title Other (spec below) below) SVP & Chief Technology Officer			
			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MOUNTAIN VIEW, CA 94043				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Security oner Dispose (Instr. 3,	sed of	` ′	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)
Common Stock	02/24/2015		M(1)	1,833	A	\$ 63.11	2,188	D	
Common Stock	02/24/2015		S <u>(1)</u>	1,833	D	\$ 96.3598 (2)	355	D	

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

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SEC 1474

(9-02)

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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 opportunities 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Option (right to buy)	\$ 63.11	02/24/2015		M <u>(1)</u>	1,833	(3)	07/23/2020	Common Stock	1,83

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STANSBURY HENRY TAYLOE C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043

SVP & Chief Technology Officer

Signatures

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

02/25/2015

**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) Transaction effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
- This transaction was executed in multiple trades ranging from \$96.29 to \$96.55. The price reported above reflects the weighted average (2) 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.
- (3) 33 1/3% of the options granted under this award vested on 7/24/2014; thereafter, 2.778% of the options granted vest monthly such that the options are fully vested on 7/24/2016.

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.

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