

FENNELL LAURA A
Form 4
December 22, 2017

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 *
FENNELL LAURA A

(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)
12/20/2017

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)
EVP, Gen. Counsel & Corp. Sec.

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/20/2017 | | M | | 81 | A | \$ 0 | 18,819 | D |
| Common Stock | 12/20/2017 | | M | | 62 | A | \$ 0 | 18,881 | D |
| Common Stock | 12/20/2017 | | M | | 71 | A | \$ 0 | 18,952 | D |
| Common Stock | 12/20/2017 | | M | | 1,260 | A | \$ 0 | 20,212 | D |
| Common Stock | 12/20/2017 | | M | | 423 | A | \$ 0 | 20,635 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 12/20/2017 | M | 143 | A | \$ 0 | 20,778 | D |
| Common Stock | 12/20/2017 | M | 27 | A | \$ 0 | 20,805 | D |
| Common Stock | 12/20/2017 | M | 21 | A | \$ 0 | 20,826 | D |
| Common Stock | 12/20/2017 | M | 4 | A | \$ 0 | 20,830 | D |
| Common Stock | 12/20/2017 | F | 2,092 | D | \$ 159.35 | 18,738 | 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)

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 Underlying (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | (1) | 12/20/2017 | | M | 81 | (2) | (3) | Common Stock |
| Restricted Stock Unit | (1) | 12/20/2017 | | M | 62 | (4) | (3) | Common Stock |
| Restricted Stock Unit | (1) | 12/20/2017 | | M | 71 | (5) | (3) | Common Stock |
| Restricted Stock Unit (performance-based vesting) | (1) | 12/20/2017 | | M | 1,260 | (6) | (3) | Common Stock |
| Restricted Stock Unit (performance-based vesting) | (1) | 12/20/2017 | | M | 423 | (8) | (3) | Common Stock |

| | | | | | | | |
|---|-----|------------|---|-----|----------------|-----|--------------|
| Restricted Stock Unit (performance-based vesting) | (1) | 12/20/2017 | M | 143 | (9) | (3) | Common Stock |
| Restricted Stock Unit (MSPP Matching Award) | (1) | 12/20/2017 | M | 27 | 08/14/2018(10) | (3) | Common Stock |
| Restricted Stock Unit (MSPP Matching Award) | (1) | 12/20/2017 | M | 21 | 08/12/2019(10) | (3) | Common Stock |
| Restricted Stock Unit (MSPP Matching Award) | (1) | 12/20/2017 | M | 4 | 08/11/2020(10) | (3) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FENNELL LAURA A C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043 | | | EVP, Gen. Counsel & Corp. Sec. | |

Signatures

/s/ Elizabeth McBride, by
power-of-attorney

12/22/2017

__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
One third of the 11,655 awarded Restricted Stock Units vest on each of 7/1/2016, 7/1/2017, and 7/1/2018. The issuer has accelerated vesting and issuance of this portion of the award to accommodate forfeiture of shares related to employment tax withholding obligations of the reporting person arising in connection with retirement eligibility.
- (2) Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.
One third of the 8,834 awarded Restricted Stock Units vest on each of 7/1/2017, 7/1/2018, and 7/1/2019. The issuer has accelerated vesting and issuance of this portion of the award to accommodate forfeiture of shares related to employment tax withholding obligations of the reporting person arising in connection with retirement eligibility.
- (3) One third of the 10,158 awarded Restricted Stock Units vest on each of 7/1/2018, 7/1/2019, and 7/1/2020. The issuer has accelerated vesting and issuance of this portion of the award to accommodate forfeiture of shares related to employment tax withholding obligations of the reporting person arising in connection with retirement eligibility.
- (4) Following achievement by the issuer of certain total shareholder return objectives, awarded units will vest on 9/1/2018. The issuer has accelerated vesting and issuance of this portion of the award to accommodate forfeiture of shares related to employment tax withholding obligations of the reporting person arising in connection with retirement eligibility.
- (5)
- (6)
- (7)

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Represents target number of units subject to the award; the number that vest may be 0% - 200% of this number, depending upon performance.

(8) Following achievement by the issuer of certain total shareholder return objectives, awarded units will vest on 9/1/2019. The issuer has accelerated vesting and issuance of this portion of the award to accommodate forfeiture of shares related to employment tax withholding obligations of the reporting person arising in connection with retirement eligibility.

(9) Following achievement by the issuer of certain total shareholder return objectives, awarded units will vest on 9/1/2020. The issuer has accelerated vesting and issuance of this portion of the award to accommodate forfeiture of shares related to employment tax withholding obligations of the reporting person arising in connection with retirement eligibility.

(10) Represents vesting and settlement date for Restricted Stock Units (MSPP Matching Award). The issuer has accelerated vesting and issuance of this portion of the award to accommodate forfeiture of shares related to employment tax withholding obligations of the reporting person arising in connection with retirement eligibility.

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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