

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8/A  
AMENDMENT NO. 1

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

INTUIT INC.  
(Exact Name of Issuer as Specified in Its Charter)

DELAWARE  
(State of Incorporation)

77-0034661  
(I.R.S. Employer  
Identification No.)

2535 GARCIA AVENUE  
MOUNTAIN VIEW, CALIFORNIA 94043  
(Address of Principal Executive Offices)

OPTIONS GRANTED BY GALT TECHNOLOGIES, INC. UNDER ITS 1995 STOCK OPTION PLAN  
ASSUMED BY THE ISSUER  
(Full titles of the Plans)

JAMES J. HEEGER  
INTUIT INC.  
1840 EMBARCADERO ROAD  
PALO ALTO, CALIFORNIA 94303  
(415) 944-6996  
(Name, Address and Telephone Number of Agent for Service)

Copies to:

KENNETH A. LINHARES, ESQ.  
JEFFREY R. VETTER, ESQ.  
FENWICK & WEST LLP  
TWO PALO ALTO SQUARE  
PALO ALTO, CALIFORNIA 94306

CALCULATION OF REGISTRATION FEE

<TABLE>  
<CAPTION>

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
<S> Common Stock, \$0.01 par value	<C> 33,752(1)	<C> \$23.40(2)	<C> \$789,829	<C> \$240(3)

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- (1) Shares subject to assumed Galt Technologies, Inc. options as of September 3, 1996.
- (2) Weighted average exercise price of outstanding options as of September 3, 1996.
- (3) Fee calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended. Of the total fee, \$100 was paid upon filing of the original Form S-8 to which this amendment relates, and \$140 is being paid upon filing of this amendment.

This Form S-8/A, Amendment No. 1, is being filed solely to amend the information provided in the Calculation of Registration Fee table on the cover page hereto.



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\* By: /s/ James J. Heeger

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James J. Heeger  
Attorney-in-fact

\* Pursuant to a power of attorney included with the original Form S-8  
Registration Statement to which this amendment relates.

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in Amendment No. 1 to the Registration Statement (Form S-8 No. 333-14715) pertaining to the options granted by Galt Technologies, Inc. under its 1995 Stock Option Plan assumed by Intuit and to the incorporation by reference therein of our report dated September 6, 1996 (except for Note 12, as to which the date is September 18, 1996), with respect to the consolidated financial statements and schedule of Intuit Inc. included in its Annual Report (Form 10-K) for the year ended July 31, 1996, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Palo Alto, California  
October 25, 1996