As filed with the Securities and Exchange Commission on October 29, 1996 REGISTRATION NO. 333-14715

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
<pre><s> Common Stock, \$0.01 par</s></pre>	<c> 33,752(1)</c>	<c> \$23.40(2)</c>	<c> \$789,829</c>	<c> \$240(3)</c>

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- Shares subject to assumed Galt Technologies, Inc. options as of September 3, 1996.
- 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.

ITEM 8. EXHIBITS.

- 4.01 Galt Technologies, Inc. 1995 Stock Option Plan (1)
- 4.02 The Registrant's Certificate of Incorporation (2)
- 4.03 Certificate of Amendment to Registrant's Certificate of Incorporation, dated December 14, 1993 (3)
- 4.04 Certificate of Amendment to Registrant's Certificate of Incorporation, dated January 18, 1996 (3)
- 4.05 The Registrant's Bylaws (2)
- 5.01 Opinion of Fenwick & West LLP (1)
- 23.01 Consent of Fenwick & West LLP (included in Exhibit 5.01)
- 23.02 Consent of Ernst & Young LLP, Independent Auditors
- 24.01 Power of Attorney (see page 5 of original Form S-8)

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- (1) Filed with the original Registration Statement on Form S-8 to which this amendment relates, filed October 24, 1996 (File No. 333-14715).
- (2) Filed with the Company's Registration Statement on Form S-1, filed February 3, 1993, as amended (File No. 33-57884).
- (3) Filed with the Company's Form 10-K as originally filed on October 31, 1994, as amended.
- (4) Filed with the Company's Form 10-Q for the quarter ended January 31, 1996 as originally filed on March 15, 1996, as amended.

-2-SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement (Amendment No. 1) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on October 29, 1996.

INTUIT INC.

By: /s/ James J. Heeger

James J. Heeger, Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

William V. Campbell *	Chief Executive Officer, President and Director	October 29, 1996
/s/ James J. Heeger	Chief Financial Officer	October 29, 1996
James J. Heeger		
Greg J. Santora *	Chief Accounting Officer	October 29, 1996
ADDITIONAL DIRECTORS:		
Christopher W. Brody *	Director	October 29, 1996
Scott D. Cook *	Director	October 29, 1996
L. John Doerr *	Director	October 29, 1996
Michael R. Hallman *	Director	October 29, 1996
Burton J. McMurtry *	Director	October 29, 1996

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* By: /s/ James J. Heeger

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