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

FORM 10-Q

[X] Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended APRIL 30, 1997 or

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ___________ to ___________.

COMMISSION FILE NUMBER 0-21180

INTUIT INC.
(Exact name of registrant as specified in its charter)

DELAWARE	77-0034661
(State of incorporation)	(IRS employer identification no.)

2535 GARCIA AVENUE, MOUNTAIN VIEW, CA 94043
(Address of principal executive offices, including zip code)

(415) 944-6000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

46,635,019 shares of Common Stock, $0.01 par value, as of May 30, 1997

FORM 10-Q
INTUIT INC.
INDEX

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INTUIT INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

<TABLE>
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<S> (In thousands, except par value; unaudited)	<C> JULY 31, 1996	<C> APRIL 30, 1997
ASSETS		
Current assets:		
Cash and cash equivalents	$ 44,584	$ 116,649
Short-term investments	153,434	209,185
Marketable securities	--	147,075
Accounts receivable, net	49,473	67,848
Inventories	4,448	2,756
Prepaid expenses	9,269	9,762
Deferred income taxes	19,205	22,335
Total current assets	280,413	575,610
Property and equipment, net	95,611	78,434
Purchased intangibles	16,449	22,213
Goodwill	15,194	29,141
Long-term deferred income tax asset	6,892	6,892
Other assets	3,461	5,608
Total assets	$ 418,020	$ 717,898
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 33,972	$ 33,397
Accrued compensation and related liabilities	15,473	22,048
Deferred revenue	18,974	24,456
Income taxes payable	--	22,448
Deferred income taxes	--	44,990
Other accrued liabilities	42,270	117,885
Total current liabilities	110,689	265,224
Deferred income taxes	2,513	5,071
Long-term notes payable	5,583	34,433
Stockholders' equity:		
Preferred stock, $0.01 par value Authorized -- 3,000 shares Issued and outstanding -- none	--	--
Common stock, $0.01 par value Authorized -- 250,000 shares Issued and outstanding -- 45,807 and 46,557 shares, respectively	458	466
Additional paid-in capital	530,818	552,085
Net unrealized loss on marketable securities	--	(5,936)
Cumulative translation adjustment and other	(502)	(853)
Accumulated deficit	(231,539)	(132,592)
Total stockholders' equity	299,235	413,170
Total liabilities and stockholders' equity	$ 418,020	$ 717,898

</TABLE>

See accompanying notes to condensed consolidated financial statements.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

(In thousands, except per share amounts; unaudited)

	THREE MONTHS ENDED APRIL 30, 1996	THREE MONTHS ENDED APRIL 30, 1997	NINE MONTHS ENDED APRIL 30, 1996	NINE MONTHS ENDED APRIL 30, 1997
Net revenue	$132,069	$ 136,326	$ 453,315	$ 504,810
Costs and expenses:				
Cost of goods sold:				
Product	35,028	28,917	111,685	114,583
Amortization of purchased software	241	526	1,157	680
Customer service and technical support	27,034	27,040	86,617	95,111
Selling and marketing	33,861	40,196	112,839	130,832
Research and development	18,176	22,393	56,369	67,784
General and administrative	7,538	8,737	27,536	31,361
Charge for purchased research and development	--	6,080	--	11,009
Amortization of goodwill and purchased intangibles	10,241	4,284	30,688	20,778
Total costs and expenses	132,119	138,173	426,891	472,138
Income (loss) from operations	(50)	(1,847)	26,424	32,672
Interest and other income and expense, net	2,019	2,806	5,390	6,612
Income from continuing operations before income taxes	1,969	959	31,814	39,284
Income tax provision	696	471	25,158	22,400
Income from continuing operations	1,273	488	6,656	16,884
Loss from operations of discontinued operations, net of income tax benefits of $929 and $3,158, respectively	(1,581)	--	(5,376)	--
Gain on sale of discontinued operations, net of income tax provision of $52,617	--	--	--	71,240
Net income (loss)	$ (308)	488	1,280	88,124
Income per share from continuing operations	$ 0.03	$ 0.01	$ 0.14	$ 0.36
Loss per share from discontinued operations	(0.04)	--	(0.11)	--
Income per share from sale of discontinued operations	--	--	--	1.50
Net income (loss) per share	$ (0.01)	$ 0.01	$ 0.03	$ 1.86
Shares used in computing net income (loss) per share	45,229	47,252	47,425	47,407

</TABLE>

See accompanying notes to condensed consolidated financial statements.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS

<TABLE>
<CAPTION>

(In thousands; unaudited)	NINE MONTHS ENDED APRIL 30, 1996	NINE MONTHS ENDED APRIL 30, 1997
CASH FLOWS FROM OPERATING ACTIVITIES		
<S>	<C>	<C>
Net income	$ 1,280	$ 88,124
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Net gain on sale of discontinued operations	--	(71,240)
Discontinued operations loss offset against gain	--	(9,668)
Charge for purchased research and development	--	11,009
Amortization of goodwill and other purchased intangibles	33,500	22,563
Depreciation	15,222	22,220
Changes in assets and liabilities:		
Accounts receivable	(33,516)	(18,175)
Inventories	747	1,984
Prepaid expenses	(4,555)	(459)
Deferred income tax assets and liabilities	262	(178)
Accounts payable	22,505	(2,317)
Accrued compensation and related liabilities	(4,002)	6,031
Deferred revenue	3,756	1,782
Accrued acquisition liabilities	(5,351)	(5,483)
Other accrued liabilities	33,117	54,055
Income taxes payable	13,105	19,499
Net cash provided by operating activities	76,070	119,747
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(60,881)	(15,895)
Sale of marketable securities	--	29,500
Cash transferred for acquisitions and dispositions, net of cash acquired	--	(34,224)
Increase in other assets	(1,290)	(1,202)
Purchase of short-term investments	(179,540)	(197,008)
Liquidation and maturity of short-term investments	114,925	137,354
Net cash used in investing activities	(126,786)	(81,475)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on long-term debt	(1,612)	(1,427)
Net proceeds from issuance of long-term debt	--	30,277
Net proceeds from issuance of common stock	9,464	4,943
Net cash provided by financing activities	7,852	33,793
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(42,864)	72,065
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	76,298	44,584
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 33,434	$ 116,649

</TABLE>

See accompanying notes to condensed consolidated financial statements.

INTUIT INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

Intuit Inc. ("Intuit" or the "Company") is a leading developer of personal finance, small business accounting and tax preparation software. The Company develops, markets and supports software products and services that enable individuals, professionals and small businesses to automate commonly performed financial tasks and better organize, understand, manage and plan their financial lives. Principal products include personal finance products, small business accounting software, personal and professional tax preparation software, online financial services and supplies, such as invoice forms and checks, for use with certain of the Company's products. The Company markets its products through distributors and retailers and by direct sales to OEMs and individual users. The Company's customers are located primarily in North America, Europe and Asia.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company for the three and nine months ended April 30, 1996 and 1997 have been prepared in accordance with generally accepted accounting principles for interim financial statements and include all adjustments (consisting of normal recurring adjustments) that the Company considers necessary for a fair presentation of the operating results and cash flows for those periods. Results of operations for the three and nine months ended April 30, 1997 are not necessarily indicative of the results to be expected for the year ending July 31, 1997 or any future period. These condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements for the fiscal year ended July 31, 1996 included in the Company's Annual Report on Form 10-K dated October 24, 1996.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates are used in determining both the collectibility of accounts receivable and reserves for returns and exchanges, and in assessing the carrying value of goodwill and purchased intangibles. Actual results could differ from those estimates.

Net Revenue

Revenue is generally recognized at the time of shipment, net of allowances for estimated future returns and for excess quantities in distribution channels, provided that no significant vendor obligations exist and collections of accounts receivable are probable. Reserves are provided for quantities of current product versions that are considered excess and for inventories of all previous versions of products at the time new product versions are introduced. Advance payments are recorded as deferred revenue until the products are shipped or services are provided. Rebate costs are provided at the time revenue is recognized. The Company provides warranty reserves for the estimated cost of replacing defective products at the time revenue is recognized.

Customer Service and Technical Support

Customer service and technical support costs include order processing, customer inquiries and telephone assistance. The costs of post-contract customer support are included in customer service and technical support expenses and are not included in cost of goods sold.

Cash, Cash Equivalents, Short-Term Investments and Marketable Securities

The Company considers all highly liquid investments purchased with a maturity of three months or less at date of acquisition to be cash equivalents. Both cash equivalents and short-term investments are considered available-for-sale securities and are carried at amortized cost which approximates fair value. Marketable securities are carried at fair value. Unrealized gains and losses on marketable securities are included in stockholders' equity. The following is a summary of cash, cash equivalents, short-term investments and marketable securities at April 30, 1997:
<TABLE>
<CAPTION>

(In thousands; unaudited)

	COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	FAIR VALUE
<S>	<C>	<C>	<C>	<C>
Cash and cash equivalents:				
Cash......................................	$ 20,612	$ --	$ --	$ 20,612
Money market funds........................	8,948	--	--	8,948
Municipal bonds...........................	49,754	--	--	49,754

Commercial paper	7,972	--	--	7,972
U.S. Government securities	29,363	--	--	29,363
	$ 116,649	$ --	$ --	$ 116,649
Short-term investments:				
Certificates of deposit	$ 9,374	$ --	$ --	$ 9,374
Corporate notes	42,909	--	--	42,909
Municipal bonds	120,434	--	--	120,434
U.S. Government securities	36,468	--	--	36,468
	$ 209,185	$	$	$ 209,185
Marketable securities:				
Checkfree common stock	$ 156,350	$	$(9,275)	$ 147,075

</TABLE>

Cash, cash equivalents, short-term investments and marketable securities totaled $472.9 million at April 30, 1997. The gross unrealized loss of $9.3 million on marketable securities at April 30, 1997 is before a tax benefit of $3.3 million. Marketable securities in Checkfree Corporation ("Checkfree") were obtained as a result of the Company's sale of its online banking and bill payment transaction processing business to Checkfree in January 1997. See Note 3 of Notes to Condensed Consolidated Financial Statements.

Goodwill and Intangible Assets

The excess cost over the fair value of net assets acquired (goodwill) is generally amortized on a straight-line basis over periods generally not exceeding three years. The cost of other intangible assets acquired is generally amortized on a straight-line basis over periods from 1 to 10 years. The carrying values of goodwill and intangible assets are reviewed on a regular basis for the existence of facts or circumstances, both internal and external, that may suggest impairment. To date no such impairment has been indicated. Should there be an impairment in the future, the Company will measure the amount of the impairment based on undiscounted expected future cash flows from the impaired assets. The cash flow estimates that will be used will reflect management's best estimates, using appropriate and customary assumptions and projections at the time. Components of intangible assets are as follows:

<TABLE>
<CAPTION>

(Dollars in thousands; unaudited)	LIFE IN YEARS	NET BALANCE AT JULY 31, 1996	APRIL 30, 1997
<S>	<C>	<C>	<C>
Goodwill	3	$15,194	$29,141
Customer lists	3-5	6,952	4,187
Covenants not to compete	4-5	4,248	2,571
Purchased technology	1-5	857	8,492
Other intangibles	1-10	4,392	6,963

</TABLE>

Other intangibles include items such as trade names, logos and other intangible assets acquired. The balances presented above are net of total accumulated amortization of $125.1 million and $139.8 million at July 31, 1996 and April 30, 1997, respectively.

Concentration of Credit Risk

The Company's product revenues are concentrated in the personal computer software industry, which is highly competitive and rapidly changing. Significant technological changes in the industry or customer requirements, or the emergence of competitive products with new capabilities or technologies, could adversely affect the Company's operating results.

Financial investments that potentially subject the Company to concentration of credit and/or valuation risk consist principally of short-term investments, marketable securities and trade accounts receivable. The Company holds shares of Checkfree common stock as marketable securities, representing approximately 19.5% of Checkfree's outstanding common stock at April 30, 1997. The Company's ability to dispose of these securities is restricted by volume trading limitations and other contractual arrangements. Subsequent declines in fair value below cost that are deemed to be other than temporary will be reported in earnings. The Company's remaining investment portfolio is diversified and generally consists of short-term investment grade securities. The credit risk in the Company's accounts receivable is mitigated by the fact that the Company performs ongoing credit evaluations of its customers' financial condition and that accounts receivable are primarily derived from customers in North America. Generally, no collateral is required. The Company maintains reserves for estimated credit losses and such losses have historically been within management's expectations.

New Accounting Standards

In October 1995, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), which establishes a fair value method of accounting for stock options and other equity instruments. The Company adopted SFAS No. 123 beginning in fiscal year 1997 and will use the disclosure method as described in the statement. The required disclosure will be included in the Company's Annual Report on Form 10-K for the year ending July 31, 1997.

In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS No. 128"), which will require a change in the method used to compute earnings per share and the restatement of all prior periods. Under the new requirements for calculating primary earnings per share, the dilutive effect of stock options will be excluded. The impact would have resulted in an increase in primary earnings per share for the nine months ended April 30, 1997 of $0.04 per share. There would have been no effect on primary earnings per share for the three months ended April 30, 1997 and the three and nine months ended April 30, 1996. The Company has not yet determined what the impact of SFAS No. 128 will be on the calculation of fully diluted earnings per share. The disclosure requirements of SFAS No. 128 will be effective for the Company's 1998 fiscal year.

Reclassifications

Certain previously reported amounts have been reclassified to conform to the current presentation format.

2. ACQUISITIONS

In January 1996, the Company completed its acquisition of Milkyway KK, a provider of PC-based financial software in Japan. In February 1997, Milkyway KK's name was changed to Intuit KK. The acquisition was treated as a pooling of interests for accounting purposes. In addition to the issuance of 650,000 shares of Intuit common stock, the Company recorded acquisition related expenses of $0.6 million. The accompanying condensed consolidated financial statements are presented on a combined basis for all periods.

In June 1996, the Company completed its acquisition of Interactive Insurance Services Corp. ("IIS"), a developer of an Internet based system designed to allow consumers to obtain personalized insurance information from national insurance carriers via the World Wide Web. The acquisition, which was treated as a purchase for accounting purposes, had a purchase price of approximately $9.0 million. Under the terms of the acquisition agreement, the Company issued 169,181 shares of Intuit common stock and options to purchase 3,255 shares of Intuit common stock to IIS stock and option holders, respectively, at the date of acquisition. Approximately $8.0 million of in-process research and development was expensed in the quarter ended July 31, 1996.

In September 1996, the Company completed its acquisition of GALT Technologies, Inc. ("GALT"), a provider of mutual fund information on the World Wide Web. The acquisition was treated as a purchase for accounting purposes. Under the terms of the acquisition agreement, the Company issued 212,053 shares of Intuit common stock and options to purchase approximately 33,686 shares of Intuit common stock to GALT stock and option holders, respectively, at the date of acquisition. Of the purchase price of $14.6 million, approximately $8.5 million was allocated to identified intangible assets and goodwill, which will be amortized over a period not to exceed three years. Approximately $4.9 million of in-process research and development was expensed in the quarter ended October 31, 1996.

The following information shows the pro forma net revenue, net loss and net loss per share of Intuit and GALT combined as if the acquisition had taken place as of the beginning of fiscal 1996:
<TABLE>
<CAPTION>

(In thousands, except per share amounts; unaudited)	Three Months Ended April 30, 1996	Nine Months Ended April 30, 1996
<S>	<C>	<C>
Net revenue................................	$ 132,352	$ 453,872
Net loss	(1,465)	(4,581)
Net loss per share.........................	$ (0.03)	$ (0.10)

</TABLE>

The above unaudited pro forma results of operations for the nine months ended April 30, 1996 reflect a charge for in-process research and development of $4.9 million. Both periods reflect the amortization of intangible assets related to the GALT acquisition. Pro forma information for the nine months ended April 30, 1997 is not shown as it is not materially different from that presented in the Company's statement of operations.

In February 1997, the Company's French subsidiary completed its acquisition of Somma France S.A.R.L., a French software company, for a purchase price of approximately $2.3 million. In addition, assumed liabilities were $0.8 million. The cash acquisition was treated as a purchase for accounting purposes. Approximately $2.5 million was allocated to identified intangible assets and goodwill, which will be amortized over a period not to exceed three years.

In March 1997, Intuit KK, a wholly owned subsidiary of the Company, completed its acquisition of Nihon Micom Co. Ltd. ("Nihon Micom"), a Japanese small business accounting software company, for cash. The acquisition was

treated as a purchase for accounting purposes. The purchase price of the acquisition was approximately $39.9 million. In addition, liabilities of approximately $9.6 million were assumed. Approximately $32.8 million was allocated to identified intangible assets and goodwill, which will be amortized over a period not to exceed three years. An in-process research and development charge of $6.1 million was expensed in the quarter ended April 30, 1997. Under the terms of the agreement, the Company issued options to purchase 89,170 shares of Intuit common stock to employees of Nihon Micom on the date of acquisition.

Consistent with the guidelines established by Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased or Otherwise Marketed" ("SFAS No. 86"), for each acquisition accounted for as a purchase, the Company determined the amounts allocated to developed and in-process research and development based on whether technological feasibility had been achieved and whether there was an alternative future use for the technology. Due to the absence of detailed program designs, evidence of technological feasibility was established through the existence of a completed working model at which point functions, features and technical performance requirements can be demonstrated. As of the respective dates of the acquisitions, the Company concluded that the in-process research and development had no alternative future use after taking into consideration the potential for usage of the software in different products, resale of the software and internal usage. Accordingly, no amounts were capitalized on the basis of future alternative use.

3. DISCONTINUED OPERATIONS AND DIVESTITURE

On January 27, 1997, the Company completed the sale of its online banking and bill payment transaction processing subsidiary, Intuit Services Corporation ("ISC"), to Checkfree in exchange for 12.6 million shares of Checkfree common stock. The closing price of Checkfree common stock was $14.75 per share on January 24, 1997, the last business day prior to closing. As a result of the divestiture, the Company recorded a gain on sale of discontinued operations of $71.2 million, net of tax, in the quarter ended January 31, 1997. This gain has been recorded net of certain contingent items relating to the divested business, the majority of which are anticipated to be resolved by fiscal year end. In addition to this gain, the Company recorded a $10 million service and license fee in January 1997 received from Checkfree for providing connectivity to the Company's Quicken software for Checkfree customers. In February 1997, the Company sold two million shares of the acquired Checkfree common stock, bringing its investment in Checkfree to approximately 19.6% of the resulting 54.2 million shares of Checkfree common stock outstanding following consummation of the transaction. The Company is accounting for its investment in Checkfree using the cost method of accounting.

The divested online banking and bill payment business of ISC has been accounted for as a discontinued operation and, accordingly, its operating results have been segregated for fiscal 1996. Revenue and net loss from discontinued operations were $14.3 million and $6.3 million, respectively, for the fiscal year ended 1996. Operating results for discontinued operations for the period beginning August 1, 1996 until the close of the sale on January 27, 1997 were deferred. These losses were approximately $5.8 million, net of a tax benefit of approximately $3.9 million, and were netted against the gain on sale of discontinued operations.

4. OTHER ACCRUED LIABILITIES

<TABLE>
<CAPTION>

(In thousands; unaudited)	JULY 31, 1996	APRIL 30, 1997
<S>	<C>	<C>
Reserve for returns and exchanges..	$24,229	$ 57,247

Acquisition and disposition related items	3,677	26,049
Rebates	2,787	7,443
Post-contract customer support	3,500	6,378
Other accruals	8,077	20,768
	$42,270	$117,885

</TABLE>

5. INCOME TAXES

The provision for income taxes was computed by applying the estimated annual effective tax rate to recurring operations and amortization of intangible assets, exclusive of the write-off of in-process research and development and the amortization of goodwill.

6. NOTES PAYABLE

In March 1997, the Company's Japanese subsidiary, Intuit KK, entered into a three year loan agreement with Japanese banks for approximately $30.3 million related to its acquisition of Nihon Micom. The interest rate is variable based on the Tokyo interbank offered rate ("TIBOR") or the short-term prime rate offered in Japan. At April 30, 1997, the interest rate was approximately 0.9%. The fair value of the loan approximates cost, as the interest rate on the borrowings is adjusted periodically to reflect market rates. The loan is guaranteed by the Company and the Company has pledged approximately $32.5 million of its cash and short-term investments to be restricted as security for the borrowings at April 30, 1997.

7. LITIGATION

The Company is subject to numerous legal proceedings and claims that arise in the ordinary course of its business. While management currently believes that the ultimate amount of liability, if any, with respect to any pending actions will not materially affect the financial position, results of operations or liquidity of the Company, the ultimate outcome of any litigation is uncertain. If an unfavorable outcome were to occur, the impact could be material. Furthermore, any litigation, regardless of outcome, can have an adverse impact on the Company as a result of defense costs, diversion of management resources and other factors. See Item 3 of the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 1996 and its Form 10-Q for the quarters ended October 31, 1996 and January 31, 1997.

8. SUBSEQUENT EVENTS

On May 29, 1997, the Company announced that it had signed a letter of intent to sell its consumer software and direct marketing subsidiary, Parsons Technology Inc. ("Parsons"), acquired in September 1994, to Broderbund Software, Inc. The transaction is subject to the approval of the Broderbund and Intuit Boards of Directors, government approvals and the satisfaction of other terms and conditions. The Company will retain the Parsons line of tax products.

On June 10, 1997, the Company announced it will restructure its U.S. technical support operations, outsource its European technical support and centralize other European activities to a single location in Germany, the Company's largest European market. The Company will close its technical support facility in Rio Rancho, New Mexico and consolidate the operations of that facility within its Tucson, Arizona technical support facility. In addition, the Company will centralize its European operations in Munich, Germany while retaining sales offices in the United Kingdom and France. As a result of these actions and concurrent staff reductions in Northern California, the Company's worldwide workforce will be reduced by approximately 270 employees. Although these steps are expected to improve operational efficiency and enable the Company to increase its investment in new business opportunities, they will result in material restructuring charges in future periods.

On June 11, 1997, the Company announced that it has agreed to purchase 2.9 million shares of Excite, Inc. common stock for a purchase price of $13.50 per share, or approximately $40 million. The shares will represent approximately 19% of Excite's outstanding common stock after the transaction. Excite, Inc. is a leading provider of Internet search and navigation services. In connection with this investment, the Company also announced an agreement with Excite to jointly program, promote and distribute a new online financial channel. The Company will be the exclusive provider and aggregator of consumer financial content for all of Excite's Internet services. Excite will provide hosting as well as advertising sales services and software services, and will become the exclusive search and navigation service promoted in the Company's Quicken, QuickBooks and TurboTax products. The channel is expected to include financial information and news, stock quotes, directories of services, tracking and decision tools and transactional services. The companies expect that revenue will be generated from a combination of advertising and fees for enabling transactions for financial products and services. The transactions have been approved by the Company's Board of Directors, but completion of the Company's investment in Excite is subject to certain terms and conditions, including execution of a definitive business agreement and obtaining regulatory approval. The Company expects to use the cost method of accounting for its investment in Excite common stock.

ITEM 2
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The following discussion contains forward-looking statements that are subject to risks and uncertainties. Statements indicating that the Company "expects," "anticipates" or "believes" are forward-looking, as are all other statements concerning future financial results, product offerings or other events that have not yet occurred. There are several important factors that could cause actual results or events to differ materially from those anticipated by the forward-looking statements contained in the following discussion. Such factors include, but are not limited to: the growth rates of the Company's market segments; the positioning of the Company's products in those segments; the Company's ability to effectively manage its various businesses, and the growth of its businesses, in a rapidly changing environment; the timing of new product introductions; retail sell-through of the Company's products (particularly the leveling off or decline of retail sales of the Company's Quicken product); the emergence of the Internet, resulting in new competition and unclear consumer demands; the Company's ability to adapt and expand its product offerings for the Internet environment; the emergence of the electronic financial services marketplace; the cost of implementing the Company's electronic financial services strategy; consumer and financial institution acceptance of online financial service offerings; the Company's ability to establish successful strategic relationships with financial institutions and processors of financial information; changing alliances among financial institutions and other strategic partners; the emergence of competition from these entities as well as from other software companies; variations in the cost of, and demand for, customer service and technical support; the effectiveness of the Company's recently announced restructuring in controlling these costs; price pressures and the competitive environment in the consumer and small business software and supplies industry; the possibility of calculation errors or other "bugs" in the Company's software products; changes in laws that may govern any of the Company's products or services; the timing and consumer acceptance of new product releases and services (including current users' willingness to upgrade from older versions of the Company's products); the Company's ability to successfully transition its online banking and bill payment operations to Checkfree Corporation; possible fluctuations in value of the Company's investment in Checkfree Corporation and anticipated investment in Excite, Inc.; the consummation of possible acquisitions; the Company's ability to integrate acquired operations into its existing business; the Company's ability to successfully complete the proposed disposition of its Parsons Technology subsidiary; and the Company's ability to penetrate international markets and manage its international operations. Additional information on these and other factors that could affect the Company's financial results are included in the Company's Form 10-K for the fiscal year ended July 31, 1996 and its Form 10-Qs for the fiscal quarters ended October 31, 1996 and January 31, 1997 on file with the Securities and Exchange Commission.

ACQUISITIONS AND DIVESTITURES

In January 1996, the Company completed its acquisition of Milkyway KK, a provider of PC-based financial software in Japan. In February 1997, Milkyway KK's name was changed to Intuit KK. The acquisition was treated as a pooling of interests for accounting purposes. In addition to the issuance of 650,000 shares of Intuit common stock, the Company recorded acquisition related expenses of $0.6 million. The accompanying condensed consolidated financial statements, and discussion thereof, are presented on a combined basis for all periods.

In June 1996, the Company completed its acquisition of Interactive Insurance Services Corp. ("IIS"), a developer of an Internet based system designed to allow consumers to obtain personalized insurance information from national insurance carriers via the World Wide Web. The acquisition, which was treated as a purchase for accounting purposes, had a purchase price of approximately $9.0 million. Under the terms of the acquisition agreement, the Company issued 169,181 shares of Intuit common stock and options to purchase 3,255 shares of Intuit common stock to IIS stock and option holders, respectively, at the date of acquisition. Approximately $8.0 million of in-process research and development was expensed in the quarter ended July 31, 1996.

In September 1996, the Company completed its acquisition of GALT Technologies, Inc. ("GALT"), a provider of mutual fund information on the World Wide Web. The acquisition was treated as a purchase for accounting purposes. Under the terms of the acquisition agreement, the Company issued 212,053 shares of Intuit common stock and options to purchase approximately 33,686 shares of Intuit common stock to GALT stock and option holders, respectively, at the date of acquisition. Of the purchase price of $14.6 million, approximately $8.5 million was allocated to identified intangible assets and goodwill which will be amortized over a period not to exceed three years. Approximately $4.9 million of in-process research and development was expensed in the quarter ended October 31, 1996.

In February 1997, the Company's French subsidiary completed its acquisition of Somma France S.A.R.L., a French software company, for a purchase price of approximately $2.3 million. In addition, assumed liabilities were $0.8 million. The cash acquisition was treated as a purchase for accounting purposes. Approximately $2.5 million was allocated to identified intangible assets and goodwill, which will be amortized over a period not to exceed three years.

In March 1997, Intuit KK, a wholly owned subsidiary of the Company, completed its acquisition of Nihon Micom Co. Ltd. ("Nihon Micom"), a Japanese small business accounting software company, for cash. The acquisition was treated as a purchase for accounting purposes. The purchase price of the acquisition was approximately $39.9 million. In addition, liabilities of approximately $9.6 million were assumed. Approximately $32.8 million was allocated to identified intangible assets and goodwill, which will be amortized over a period not to exceed three years. An in-process research and development charge of $6.1 million was expensed in the quarter ended April 30, 1997. Under the terms of the agreement, the Company issued options to purchase 89,170 shares of Intuit common stock to employees of Nihon Micom on the date of acquisition.

Consistent with the guidelines established by Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased or Otherwise Marketed" ("SFAS No. 86"), for each acquisition accounted for as a purchase, the Company determined the amounts allocated to developed and in-process research and development based on whether technological feasibility had been achieved and whether there was an alternative future use for the technology. Due to the absence of detailed program designs, evidence of technological feasibility was established through the existence of a completed working model at which point functions, features and technical performance requirements can be demonstrated. As of the respective dates of the acquisitions, the Company concluded that the in-process research and development had no alternative future use after taking into consideration the potential for usage of the software in different products, resale of the software and internal usage. Accordingly, no amounts were capitalized on the basis of future alternative use.

Acquisition-related costs reduced net income by approximately $10.9 million and $32.5 million for the three and nine month periods ended April 30, 1997, respectively, compared to $10.5 million and $31.8 million for the three and nine month periods ended April 30, 1996, respectively. Assuming no acquisitions in addition to those discussed above and no impairment of value resulting in an acceleration of amortization, future amortization is anticipated to reduce net income by approximately $38.0 million, $20.5 million, $12.8 million and $5.4 million for the fiscal years ending July 31, 1997 through 2000, respectively. Because of the high levels of non-cash amortization expense arising from the acquisitions discussed above, the Company may report significant operating losses in the fiscal year ending July 31, 1997 and future periods. In addition, if the Company completes additional acquisitions in the future that are accounted for as purchases, operating results could be materially adversely affected by future amortization relating to such acquisitions.

On January 27, 1997, the Company completed the sale of its online banking and bill payment transaction processing subsidiary, Intuit Services Corporation ("ISC"), to Checkfree Corporation ("Checkfree") in exchange for 12.6 million shares of Checkfree common stock. The closing price of Checkfree common stock was $14.75 per share on January 24, 1997, the last business day prior to closing. As a result of the divestiture, the Company recorded a gain on sale of discontinued operations of $71.2 million, net of tax, in the quarter ended January 31, 1997. This gain has been recorded net of certain contingent items relating to the divested business, the majority of which are anticipated

to be resolved by fiscal year end. In February 1997, the Company sold two million shares of the acquired Checkfree common stock, bringing its investment in Checkfree to approximately 19.6% of the resulting 54.2 million shares of Checkfree common stock outstanding following consummation of the transaction. The Company is accounting for its investment in Checkfree using the cost method of accounting. See Notes 1 and 3 of Notes to Condensed Consolidated Financial Statements.

On May 29, 1997, the Company announced that it had signed a letter of intent to sell its consumer software and direct marketing subsidiary, Parsons Technology Inc. ("Parsons"), acquired in September 1994, to Broderbund Software, Inc. The transaction is subject to the approval of the Broderbund and Intuit Boards of Directors, government approvals and the satisfaction of other terms and conditions. The Company will retain the Parsons line of tax products.

Although the Company believes the transactions discussed above were in the best interests of the Company and its stockholders, there are significant risks associated with these transactions. The acquisitions have expanded the Company's size, product lines, personnel and geographic locations. The Company's ability to integrate and organize these new businesses and successfully manage its growth will necessitate improvements in its operational, financial and management information systems. The Company is continually taking steps to improve its internal processes, but there can be no assurance that problems in these processes will not occur in the future. The divestiture of ISC has resulted in the elimination of the Company's direct participation in the online banking and bill payment processing business. The Company's investment in the shares of Checkfree common stock, which has declined in value since the shares were acquired, could decrease further in value due to market fluctuations and the success or failure of Checkfree. If such decline was determined to be other than temporary, charges to earnings would result. There is also a risk that the Company will be unable to divest the Checkfree common stock shares quickly because of contractual and legal restrictions on the sale of such shares and the relatively large percentage of Checkfree common stock owned by the Company.

RESULTS OF OPERATIONS

Set forth below are certain condensed consolidated statement of operations data as well as such data as a percentage of net revenue for the three and nine month periods ended April 30, 1996 and 1997.
<TABLE>
<CAPTION>

	THREE MONTHS ENDED APRIL 30, 1996		1997	
(Dollars in thousands; unaudited)	Dollars	% of Revenue	Dollars	% of Revenue
<S>	<C>	<C>	<C>	<C>
Net revenue:				
Software	$ 110,609	83.8%	$ 113,708	83.4%
Supplies	21,460	16.2	22,618	16.6
	132,069	100.0	136,326	100.0
Costs and expenses:				
Cost of goods sold:				
Product	35,028	26.5	28,917	21.2
Amortization of purchased software	241	0.2	526	0.4
Customer service and technical support	27,034	20.5	27,040	19.8
Selling and marketing	33,861	25.6	40,196	29.5
Research and development	18,176	13.8	22,393	16.4
General and administrative	7,538	5.7	8,737	6.4
Charge for purchased research and development	--	--	6,080	4.5
Amortization of goodwill and purchased intangibles	10,241	7.7	4,284	3.2
Total costs and expenses	132,119	100.0	138,173	101.4
Loss from operations	(50)	--	(1,847)	(1.4)
Interest and other income and expense, net	2,019	1.5	2,806	2.1
Income from continuing operations before income taxes	1,969	1.5	959	0.7
Income tax provision	696	0.5	471	0.3
Income from continuing operations	1,273	1.0	488	0.4
Loss from operations of discontinued operations, net of income tax benefit of $929	(1,581)	(1.2)	--	--
Net income (loss)	$ (308)	(0.2)%	$ 488	0.4%

</TABLE>

<TABLE>
<CAPTION>

	NINE MONTHS ENDED APRIL 30,			
	1996		1997	
(Dollars in thousands; unaudited)	Dollars	% of Revenue	Dollars	% of Revenue
Net revenue:				
<S>	<C>	<C>	<C>	<C>
Software..	$397,094	87.6%	$439,124	87.0%
Supplies..	56,221	12.4	65,686	13.0
	453,315	100.0	504,810	100.0
Costs and expenses:				
Cost of goods sold:				
Product.....................................	111,685	24.6	114,583	22.7
Amortization of purchased software...........	1,157	0.3	680	0.1
Customer service and technical support...........	86,617	19.1	95,111	18.9
Selling and marketing...........................	112,839	24.9	130,832	25.9
Research and development........................	56,369	12.4	67,784	13.4
General and administrative......................	27,536	6.1	31,361	6.2
Charge for purchased research and development....	--	--	11,009	2.2
Amortization of goodwill and purchased intangibles.................................	30,688	6.8	20,778	4.1
Total costs and expenses................	426,891	94.2	472,138	93.5
Income from operations..................	26,424	5.8	32,672	6.5
Interest and other income and expense, net...........	5,390	1.2	6,612	1.3
Income from continuing operations before income taxes...	31,814	7.0	39,284	7.8
Income tax provision................................	25,158	5.5	22,400	4.4
Income from continuing operations....................	6,656	1.5	16,884	3.4
Loss from operations of discontinued operations, net of income tax benefit of $3,158................	(5,376)	(1.2)	--	--
Gain on sale of discontinued operations, net of income tax provision of $52,617....................	--	--	71,240	14.1
Net income..	$ 1,280	0.3%	$ 88,124	17.5%

</TABLE>

NET REVENUE for the three and nine month periods ended April 30, 1997 increased over the comparable periods of fiscal 1996 by 3% and 11%, respectively. These increases are the result of higher unit sales of both personal and professional versions of the Company's tax preparation products, continued growth in small business products including Quickbooks, and increased financial supplies revenue over comparable periods in fiscal 1996. Net revenue for the nine month period ended April 30, 1997 includes a $10 million service and license fee received from Checkfree in the Company's fiscal second quarter for providing connectivity to Quicken for Checkfree customers. Overall net revenue increases were offset in part by a decrease in consumer products revenue. In particular, Quicken net revenue decreased as a result of lower average selling prices and a decrease in units shipped into the retail channel during the three and nine month periods ended April 30, 1997, as compared with the three and nine month periods of the prior year. Revenues from the Company's consumer software products, including Quicken, have been adversely affected by general softness in consumer software markets. The Company expects that its revenues will continue to be affected by this industry softness for the remainder of fiscal 1997.

The Company's net revenue varies significantly by quarter due to seasonality in consumer buying patterns as well as the timing of new and upgraded product releases. Seasonality is particularly strong for the Company's personal and professional tax return preparation products, the sales of which are mostly compressed into the November through

March time frame. As in previous years, to assure wide availability of the tax return preparation products at retail as tax filing deadlines approach, the Company ships more tax product into the retail channel than is expected to sell through. Consistent with prior years, a significant reserve is established at the time of initial shipment for estimated product returns. However, there can be no assurance that these reserves will be adequate to cover actual product returns.

Revenue is generally recognized at the time of product shipment or delivery of electronic or other services, net of allowances for estimated future returns and for excess quantities in distribution channels, provided that no significant vendor obligations exist and collections of accounts receivable are probable. Reserves are provided for quantities of current product versions that are considered excess and for inventories of all previous versions of products at the time new product versions are introduced. Advance payments are recorded as deferred revenue until the products are shipped or services are provided. Rebate costs are incurred at the time revenue is recognized. The Company provides warranty reserves at the time revenue is recognized for the estimated cost of replacing defective products. There can be no assurance that the reserves established by the Company will be sufficient to cover future obligations.

Providers of consumer software, including the Company, are selling increasingly through alternative channels, such as OEM, or "bundling" products for a single low price. While this strategy introduces new customers to products, it also significantly reduces average selling prices. The consumer software industry has experienced significant platform shifts in the past, such as from DOS to Windows and Windows to Windows 95. There is increased competition on the Windows and Windows 95 platforms, including lower priced products and, at times, free promotional products that compete with the Company's software. In an effort to maintain market share in light of these competitive pressures, the Company has used price reductions and other promotional offers, which have negatively impacted net revenue and income from operations. The Company may continue these practices in the future. Alternatively, the Company could maintain prices and risk losing market share. As platform shifts continue to occur, there are risks that competitors could introduce new products before the Company's products are available on a particular platform or that customers may not accept a platform that the Company has chosen or will choose to pursue. Further consolidation of the software industry or changes in the personal computer industry could lead to increased competition in innovation and pricing strategies. The Company cannot quantify the degree to which these factors have affected or will affect its business and results of operations. In addition, a number of the Company's competitors have greater financial resources than the Company, potentially giving them a competitive advantage.

There can be no assurance that the Company's new or upgraded products will be accepted, will not be delayed or canceled, or will not contain errors or "bugs" that could affect the performance of the products or cause damage to a user's data. If any of these events occurs, the Company may experience reduced net revenue, loss of market share, increased maintenance release costs and higher technical support costs. The Company derives significant portions of its revenues from certain distributors and resellers. Bankruptcy or insolvency of a distributor or retailer could materially adversely affect the Company's future revenue streams for a period of time.

COST OF GOODS SOLD decreased to 21.6% and 22.8% of net revenue for the three and nine month periods ended April 30, 1997, respectively, from 26.7% and 24.9% of net revenue for the three and nine month periods ended April 30, 1996, respectively. Software and services cost of goods sold, excluding acquisition-related amortization costs, decreased to 17.9% and 20.0% of software and services net revenue for the three and nine month periods ended April 30, 1997, compared to 23.4% and 22.1% in the three and nine month periods ended April 30, 1996. This improvement resulted primarily from a shift in the mix of product sales to higher margin deluxe CD-ROM versions, reductions in the cost of materials, improved inventory management and fewer warranty expenses for current year products.

Supplies cost of goods sold decreased to 37.8% and 40.5% of supplies net revenue for the three and nine month periods ended April 30, 1997, compared to 42.6% in the three and nine month periods ended April 30, 1996. This decrease is primarily due to increased efficiency in the order taking process, resulting in lower costs and fewer re-orders.

The Company plans to continue to take actions to improve operational efficiency and reduce the materials costs of

all its products. However, there can be no assurance that margin improvements will be achieved or that current margins will be sustained.

It is the Company's policy to guarantee the calculations of its tax products and to pay any penalties and interest due the IRS from its customers as a result of calculation errors. Such errors could have a material adverse effect on the Company's results of operations. As of April 30, 1997, claims made for such errors have been insignificant, although significant claims may be received in the future.

CUSTOMER SERVICE AND TECHNICAL SUPPORT expenses were 19.8% and 18.9% of net revenue for the three and nine month periods ended April 30, 1997, respectively, compared to 20.5% and 19.1% of net revenue for the three and nine month periods ended April 30, 1996, respectively. The Company incurs a fixed base of support costs, which is increased by seasonal staffing and third-party services during periods of seasonally higher sales. Customer service and technical support costs were slightly lower as a percentage of net revenue in the three and nine month periods ended April 30, 1997 as compared to the same periods a year ago, due to improved management of existing facilities and resources and the impact of improved product quality in fiscal 1997. The Company expects these costs to continue to decrease as a percentage of annual revenue based on anticipated consolidation of existing facilities announced in June 1997 (see Note 8 of Notes to Condensed Consolidated Financial Statements). Post-contract customer support costs are accrued at the time revenue is recognized, are included in customer service and technical support expenses and are not included in cost of goods sold.

SELLING AND MARKETING expenses were 29.5% and 25.9% of net revenue for the three and nine month periods ended April 30, 1997, respectively, compared to 25.6% and 24.9% of net revenue for the three and nine month periods ended April 30, 1996, respectively. These expenses increased as a percentage of net revenue primarily as a result of higher marketing program expenses in response to increased tax product competition and the support of international product launches in the quarter ended April 30, 1997.

RESEARCH AND DEVELOPMENT expenses were 16.4% and 13.4% of net revenue for the three and nine month periods ended April 30, 1997, respectively, and 13.8% and 12.4% of net revenue for the three and nine month periods ended April 30, 1996, respectively. The increases are due primarily to continued development of new versions and upgrades of software products and development of electronic commerce services including the insurance and investments areas. The Company has experienced, and expects to continue to experience, significant growth in research and development expenses for development efforts on new and existing products and services, including foreign versions of its products and the transition of its consumer financial services business to the Internet.

GENERAL AND ADMINISTRATIVE expenses were 6.4% and 6.2% of net revenue for the three and nine month periods ended April 30, 1997, respectively, and 5.7% and 6.1% of net revenue for the three and nine month periods ended April 30, 1996, respectively.

INTEREST AND OTHER INCOME AND EXPENSE, NET, was $2.8 million and $6.6 million for the three and nine month periods ended April 30, 1997, respectively. This compares to $2.0 million and $5.4 million, respectively, for the corresponding periods in the prior year. The increases over the prior year periods are largely the result of increased interest income due to higher average cash and short-term investment balances in the current year.

INCOME TAXES. For the three months ended April 30, 1997, the Company recorded an income tax provision of $0.5 million on pretax income of $1.0 million. The tax rate differs from the statutory rate primarily because of the nondeductible status of goodwill amortization. There was no valuation allowance for deferred tax assets of $29.2 million at April 30, 1997 based on management's assessment that current anticipated levels of taxable income will be sufficient to realize the net deferred tax assets.

CERTAIN FACTORS THAT MAY AFFECT FUTURE RESULTS

The Company's earnings and stock price have been and may continue to be subject to significant volatility, particularly on a quarterly basis. The Company has previously experienced shortfalls in revenue and earnings from levels expected by securities analysts, which has had an immediate and significant adverse effect on the trading price of the Company's common stock. There can be no assurance that this will not recur in the future.

The Company's consumer software business has experienced revenue declines in recent quarters due to increasing competition, pricing pressures and a general softness in the consumer software industry. While the Company's Quicken product continues to maintain a strong market share, its revenues have declined. The Company is currently attempting to transition much of its consumer financial products and services business to the Internet, expanding its Quicken Financial Network website. While the Company believes the Internet presents significant growth opportunities for the Company's consumer business, there can be no assurance as to the timing or amount of Internet-related revenue. As part of its increased focus on Internet opportunities, the Company recently announced that it has signed a letter of intent to sell its consumer software and direct marketing subsidiary, Parsons Technology. See "Acquisitions and Divestitures" discussion above.

The Company's business has experienced and is expected to continue to experience substantial seasonality, due principally to the timing of the tax return preparation season, timing of launches for new or updated versions of products and, to a lesser extent, consumer software buying patterns. Sales of the Company's tax products are concentrated in the period from November, when certain professional tax products are released, through March, when consumers purchase tax preparation products in advance of the April 15 filing deadline. In addition, sales of the Company's Quicken products are typically strongest during the year-end holiday buying season. As a result of these seasonal patterns, the Company typically generates more than 100% of its income from operations before acquisition-related charges during its fiscal quarters ending January 31 and April 30. Because of these seasonal factors and a significantly increased level of operating expenses to support the Company's expanded infrastructure and development efforts, the Company incurred significant losses from operations before acquisition-related charges during its fiscal quarters ended July 31, 1996 and October 31, 1996. The Company expects to continue to report seasonal losses before acquisition-related costs and amortization in the July and October quarters of future fiscal years. In addition, the Company expects to incur significant amortization expenses relating to historical and future acquisitions which may be accounted for as purchases. Such amortization charges will adversely affect operating income and net income in future quarters.

The Company's quarterly operating results have varied significantly in the past, and are likely to vary significantly in the future, based upon a number of factors. In addition to seasonal factors, the Company's quarterly operating results can be affected significantly by the number and timing of new product or version releases by the Company as well as the timing of product announcements or introductions by the Company's competitors, discretionary marketing and promotional expenditures, research and development expenditures and a variety of non-recurring events such as acquisitions or claims relating to calculation errors in the Company's tax products. Products are generally shipped as orders are received and, consequently, quarterly sales and operating results depend primarily on the volume and timing of orders received during the quarter, which are difficult to forecast. A significant portion of the Company's operating expenses are relatively fixed and planned expenditures are based on sales forecasts. Thus, if net revenue levels are below expectations, operating results are likely to be materially adversely affected. In particular, net income, if any, may be disproportionately affected because only a small portion of the Company's expenses varies with revenue in the short term. In response to competition, the Company may also choose to reduce prices or increase spending, which has, and may continue to, adversely affect the Company's operating results and financial condition. There can be no assurance that the Company will sustain revenue growth in the future or be profitable in any future period. Due to the foregoing factors, the Company believes that period-to-period comparisons of its results of operations are not necessarily meaningful and should not be relied upon as indications of future performance.

The markets in which the Company competes are characterized by ongoing technological developments, frequent new product announcements and introductions, evolving industry standards, changing customer requirements and new competitors. The introduction of products and services embodying new technologies such as the Internet and

the emergence of new industry standards and practices, including changes in tax laws, regulations or procedures, can render existing products obsolete and unmarketable. The Company's future success depends upon its ability to enhance its existing products and services, develop new products and services that address the changing requirements of its customers, develop additional products and services for new or other platforms and environments (including the Internet) and anticipate or respond to technological advances, emerging industry standards and practices and regulatory changes in a timely, cost-effective manner. In response to major industry changes reflected by the increasing popularity of the Internet among consumers and financial service providers, the Company has expanded its Internet activities and is transitioning a significant portion of its consumer business to the Internet. There can be no assurance that such initiatives can be successfully implemented or that they will result in increased revenue or profits for the Company. Conversely, there can be no assurance that consumers' use of the Internet, particularly for commercial transactions, will continue to increase as rapidly as it has during the past few years.

LIQUIDITY AND CAPITAL RESOURCES

At April 30, 1997, the Company had $325.8 million in cash and short-term investments excluding $147.1 million in marketable securities of Checkfree common stock (see Note 3 of Notes to Condensed Consolidated Financial Statements), a $127.8 million increase from July 31, 1996. During the nine months ended April 30, 1997, operating activities provided $119.7 million in cash, compared with $76.1 million in the nine months ended April 30, 1996. The increase was primarily due to the seasonality of the Company's business which generally results in the majority of cash receipts occurring in the January and April quarters. The Company's investing activities used $81.5 million in cash in the nine months ended April 30, 1997 compared to $126.8 million in the comparable period of the prior year. The decrease in net cash used for investing activities in the current period is due to higher fixed asset expenditures in the prior year resulting from moving the Company's headquarters to Mountain View, California and relocating its San Diego, California operations to a new facility. In addition, the Company received $29.5 million in proceeds from the sale of 2.0 million shares of Checkfree common stock in February 1997. These favorable cash flows from investing activities compared to the prior year were offset by a use of funds for the acquisition of Nihon Micom in March 1997 (see "Acquisitions and Divestitures" discussion). The Company's financing activities provided $33.8 million and $7.9 million of cash in the nine months ended April 30, 1997 and 1996, respectively. This increase is due primarily to proceeds from a note payable obtained in March 1997 to fund the acquisition of Nihon Micom.

The Company enters into leases for new or expanded facilities in the normal course of its business. During fiscal 1996, the Company began moving its headquarters from Menlo Park, California to larger facilities in Mountain View, California. The move is expected to be completed in calendar year 2000. The Company also relocated its operations in San Diego, California to a new office facility in June 1996. The Company leases various other properties throughout the world. The Company has no other significant capital expenditure commitments, although additional cash may be used for strategic acquisitions in the future.

The Company believes cash and short-term investments will be sufficient to meet the Company's anticipated seasonal working capital and capital expenditure requirements for at least the next twelve months.

PART II: OTHER INFORMATION

ITEM 1
LEGAL PROCEEDINGS

The Company is subject to numerous legal proceedings and claims that arise in the ordinary course of its business. While management currently believes that the ultimate amount of liability, if any, with respect to any pending actions will not materially affect the financial position, results of operations or liquidity of the Company, the ultimate outcome of any litigation is uncertain. If an unfavorable outcome were to occur, the impact could be material. Furthermore, any litigation, regardless of outcome, can have an adverse impact on the Company as a result of defense costs, diversion of management resources and other factors. See Item 3 of the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 1996 and its Form 10-Q for the quarters ended October 31, 1996 and January 31, 1997.

ITEM 6
EXHIBITS AND REPORTS ON FORM 8-K

(A) EXHIBITS:

Exhibit 10.01	Intuit Inc. 1996 Employee Stock Purchase Plan, as amended through May 2, 1997.
Exhibit 11.01	Computation of net income (loss) per share.
Exhibit 27.01	Financial Data Schedule (filed only in electronic format).

(B) REPORTS ON FORM 8-K:

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTUIT INC.
(REGISTRANT)

Date: June 13, 1997 By: /s/ JAMES J. HEEGER

James J. Heeger
Senior Vice President and
Chief Financial Officer

Date: June 13, 1997 By: /s/ GREG J. SANTORA

Greg J. Santora
Vice President of Finance
(Chief Accounting Officer)

EXHIBIT INDEX

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EXHIBIT 10.01

INTUIT INC.

1996 EMPLOYEE STOCK PURCHASE PLAN

As Adopted on October 7, 1996

As Amended May 2, 1997

1. ESTABLISHMENT OF PLAN. Intuit Inc., a Delaware corporation (the "Company"), proposes to grant options for purchase of the Company's Common Stock, $0.01 par value, to eligible employees of the Company and its Subsidiaries (as hereinafter defined) pursuant to this Employee Stock Purchase Plan (this "Plan"). For purposes of this Plan, "Parent Corporation" and "Subsidiary" (collectively, "Subsidiaries") shall have the same meanings as "parent corporation" and "subsidiary corporation" in Sections 424(e) and 424(f), respectively, of the Internal Revenue Code of 1986, as amended (the "Code"). The Company intends this Plan to qualify as an "employee stock purchase plan" under Section 423 of the Code (including any amendments to or replacements of such Section), and this Plan shall be so construed. Any term not expressly defined in this Plan but defined for purposes of Section 423 of the Code shall have the same definition herein. A total of 300,000 shares of the Company's Common Stock is reserved for issuance under this Plan. Such number shall be subject to adjustments effected in accordance with Section 14 of this Plan.

2. PURPOSE. The purpose of this Plan is to provide employees of the Company, or of any Subsidiary designated by the Board of Directors of the Company (the "Board") as eligible to participate in this Plan, with a convenient means of acquiring an equity interest in the Company through payroll deductions, to enhance such employees' sense of participation in the affairs of the Company and Subsidiaries, and to provide an incentive for continued employment.

3. ADMINISTRATION. This Plan shall be administered by a committee appointed by the Board (the "Committee"). If two or more members of the Board are "Outside Directors" within the meaning of Code Section 162(m), the Committee will be comprised of at least two (2) members of the Board, all of whom are Outside Directors. As used in this Plan, references to the "Committee" shall mean either such committee or the Board if no committee has been established. Subject to the provisions of this Plan and the limitations of Section 423 of the Code or any successor provision in the Code, all questions of interpretation or application of this Plan shall be determined by the Committee and its decisions shall be final and binding upon all participants. Members of the Committee shall receive no compensation for their services in connection with the administration of this Plan, other than standard fees as established from time to time by the Committee for services rendered by Committee members serving on Board committees. All expenses incurred in connection with the administration of this Plan shall be paid by the Company.

4. ELIGIBILITY. Any employee of the Company, or of any Subsidiary designated by the Board as eligible to participate in this Plan) is eligible to participate in an Offering Period (as hereinafter defined) under this Plan except the following:

(a) employees who are not employed by the Company or Subsidiaries fifteen (15) days before the beginning of such Offering Period;

(b) employees who are customarily employed for less than twenty (20) hours per week;

(c) employees who are customarily employed for less than five (5) months in a calendar year;

(d) employees who, together with any other person whose stock would be attributed to such employee pursuant to Section 424(d) of the Code, own stock or hold options to purchase stock possessing five percent (5%) or more of the total combined voting power or value of all classes of stock of the Company or any of its Subsidiaries or who, as a result of being granted an option under this Plan with respect to such Offering Period, would own stock or

hold options to purchase stock possessing five percent (5%) or more of the total combined voting power or value of all classes of stock of the Company or any of its Subsidiaries.

5. OFFERING DATES. The offering periods of this Plan (each, an "Offering Period") shall be of six (6) months duration commencing on December 16 and June 16 of each year and ending on June 15 and December 15 of each year; provided, however, that the first Offering Period shall commence on January 1, 1997 and end on June 30, 1997, and the second Offering Period shall commence on July 1, 1997 and end on December 15, 1997. The first business day of each

Offering Period is referred to as the "Offering Date". The last business day of each Offering Period is referred to as the "Purchase Date". The Board shall have the power to change the duration of Offering Periods with respect to future offerings without stockholder approval if such change is announced at least fifteen (15) days prior to the scheduled beginning of the first Offering Period to be affected.

6. PARTICIPATION IN THIS PLAN. Eligible employees may become participants in an Offering Period under this Plan on the first Offering Date after satisfying the eligibility requirements by delivering a subscription agreement to the Company not later than fifteen (15) days before such Offering Date unless a later time for filing the subscription agreement authorizing payroll deductions is set by the Committee for all eligible employees with respect to a given Offering Period. An eligible employee who does not deliver a subscription agreement to the Company by such date after becoming eligible to participate in such Offering Period shall not participate in that Offering Period or any subsequent Offering Period unless such employee enrolls in this Plan by filing a subscription agreement with the Company not later than fifteen (15) days preceding a subsequent Offering Date. Once an employee becomes a participant in an Offering Period, such employee will automatically participate in the Offering Period commencing immediately following the last day of the prior Offering Period unless the employee withdraws or is deemed to withdraw from this Plan or terminates further participation in the Offering Period as set forth in Section 11 below. Such participant is not required to file any additional subscription agreement in order to continue participation in this Plan.

7. GRANT OF OPTION ON ENROLLMENT. Enrollment by an eligible employee in this Plan with respect to an Offering Period will constitute the grant (as of the Offering Date) by the Company to such employee of an option to purchase on the Purchase Date up to that number of shares of Common Stock of the Company determined by dividing (a) the amount accumulated in such employee's payroll deduction account during such Offering Period by (b) the lower of (i) eighty-five percent (85%) of the fair market value of a share of the Company's Common Stock on the Offering Date (but in no event less than the par value of a share of the Company's Common Stock), or (ii) eighty-five percent (85%) of the fair market value of a share of the Company's Common Stock on the Purchase Date (but in no event less than the par value of a share of the Company's Common Stock); provided, however, that the number of shares of the Company's Common Stock subject to any option granted pursuant to this Plan shall not exceed the maximum number of shares which may be purchased pursuant to Section 10(b) or 10(c) below with respect to the applicable Offering Period. The fair market value of a share of the Company's Common Stock shall be determined as provided in Section 8 hereof.

8. PURCHASE PRICE. The purchase price per share at which a share of Common Stock will be sold in any Offering Period shall be eighty-five percent (85%) of the lesser of:

(a) The fair market value on the Offering Date; or

(b) The fair market value on the Purchase Date;

provided, however, that in no event may the purchase price per share of the Company's Common Stock be below the par value per share of the Company's Common Stock.

For purposes of this Plan, the term "Fair Market Value" means as of any date, the value OF a share of the Company's Common Stock determined as follows:

(a) if such Common Stock is then quoted on the Nasdaq National Market, its last reported sale price on the Nasdaq National Market or, if no such reported sale takes place on such date, the average of the closing bid and asked prices;

(b) if such Common Stock is publicly traded and is then listed on a national securities exchange, its last reported sale price or, if no such reported sale takes place on such date, the average of the closing bid and asked prices on the principal national securities exchange on which the Common Stock is listed or admitted to trading;

(c) if such Common Stock is publicly traded but is not quoted on the Nasdaq National Market or listed or admitted to trading on a national securities exchange, the average of the closing bid and asked prices on such date, as reported in The Wall Street Journal, for the over-the-counter market; or

(d) if none of the foregoing is applicable, by the Board in good faith.

9. PAYMENT OF PURCHASE PRICE; CHANGES IN PAYROLL DEDUCTIONS; ISSUANCE OF SHARES.

(a) The purchase price of the shares is accumulated by regular payroll deductions made during each Offering Period. The deductions are made as a percentage of the participant's compensation in one percent (1%) increments not less than two percent (2%), nor greater than ten percent (10%) or such lower limit set by the Committee. Compensation shall mean base salary. Payroll deductions shall commence on the first payday following the Offering Date and shall continue to the end of the Offering Period unless sooner altered or terminated as provided in this Plan.

(b) A participant may lower (but not increase) the rate of payroll deductions during an Offering Period by filing with the Company a new authorization for payroll deductions, in which case the new rate shall become effective for the next payroll period commencing more than fifteen (15) days after the Company's receipt of the authorization and shall continue for the remainder of the Offering Period unless changed as described below. Such change in the rate of payroll deductions may be made at any time during an Offering Period, but not more than one (1) change may be made effective during any Offering Period. A participant may increase or decrease the rate of payroll deductions for any subsequent Offering Period by filing with the Company a new authorization for payroll deductions not later than fifteen (15) days before the beginning of such Offering Period.

(c) All payroll deductions made for a participant are credited to his or her account under this Plan and are deposited with the general funds of the Company. No interest accrues on the payroll deductions. All payroll deductions received or held by the Company may be used by the Company for any corporate purpose, and the Company shall not be obligated to segregate such payroll deductions.

(d) On each Purchase Date, so long as this Plan remains in effect and provided that the participant has not submitted a signed and completed withdrawal form before that date which notifies the Company that the participant wishes to withdraw from that Offering Period under this Plan and have all payroll deductions accumulated in the account maintained on behalf of the participant as of that date returned to the participant, the Company shall apply the funds then in the participant's account to the purchase of whole shares of Common Stock reserved under the option granted to such participant with respect to the Offering Period to the extent that such option is exercisable on the Purchase Date. The purchase price per share shall be as specified in Section 8 of this Plan. Any cash remaining in a participant's account after such purchase of shares shall be carried forward, without interest, into the next Offering Period; provided, however, that in the event that this Plan has been oversubscribed, all funds not used to purchase shares on the Purchase Date shall be returned to the participant, without interest. No Common Stock shall be purchased on a Purchase Date on behalf of any employee whose participation in this Plan has terminated prior to such Purchase Date.

(e) As promptly as practicable after the Purchase Date, the Company shall issue shares for the participant's benefit representing the shares purchased upon exercise of his or her option.

(f) During a participant's lifetime, such participant's option to purchase shares hereunder is exercisable only by him or her. The participant will have no interest or voting right in shares covered by his or her option until

such option has been exercised. Shares issued for the benefit of a participant under this Plan will be issued in the name of the participant or in the name of the participant and his or her spouse.

10. LIMITATIONS ON SHARES TO BE PURCHASED.

(a) No participant shall be entitled to purchase stock under this Plan at a rate which, when aggregated with his or her rights to purchase stock under all other employee stock purchase plans of the Company or any Subsidiary, exceeds $25,000 in fair market value, determined as of the Offering Date (or such other limit as may be imposed by the Code) for each calendar year in which the employee participates in this Plan.

(b) No more than two hundred percent (200%) of the number of shares determined by using eighty-five percent (85%) of the fair market value of a share of the Company's Common Stock on the Offering Date as the denominator may be purchased by a participant on any single Purchase Date.

(c) No participant shall be entitled to purchase more than the Maximum Share Amount (as defined below) on any single Purchase Date. Not less than thirty (30) days prior to the commencement of any Offering Period, the Committee may, in its sole discretion, set a maximum number of shares which may be purchased by any employee at any single Purchase Date (hereinafter the "Maximum Share Amount"). In no event shall the Maximum Share Amount exceed the amounts permitted under Section 10(b) above. If a new Maximum Share Amount is set, then all participants must be notified of such Maximum Share Amount not less than fifteen (15) days prior to the commencement of the next Offering Period. Once the Maximum Share Amount is set, it shall continue to apply with respect to all succeeding Offering Periods unless revised by the Committee as set forth above.

(d) If the number of shares to be purchased on a Purchase Date by all employees participating in this Plan exceeds the number of shares then available for issuance under this Plan, then the Company will make a pro rata allocation of the remaining shares in as uniform a manner as shall be reasonably practicable and as the Committee shall determine to be equitable. In such event, the Company shall give written notice of such reduction of the number of shares to be purchased under a participant's option to each participant affected thereby.

(e) Any payroll deductions accumulated in a participant's account which are not used to purchase stock due to the limitations in this Section 10 shall be returned to the participant as soon as practicable after the end of the applicable Offering Period, without interest.

11. WITHDRAWAL.

(a) Each participant may withdraw from an Offering Period under this Plan by signing and delivering to the Company a written notice to that effect on a form provided for such purpose. Such withdrawal may be elected at any time at least fifteen (15) days prior to the end of an Offering Period.

(b) Upon withdrawal from this Plan, the accumulated payroll deductions shall be returned to the withdrawn participant, without interest, and his or her interest in this Plan shall terminate. In the event a participant voluntarily elects to withdraw from this Plan, he or she may not resume his or her participation in this Plan during the same Offering Period, but he or she may participate in any Offering Period under this Plan which commences on a date subsequent to such withdrawal by filing a new authorization for payroll deductions in the same manner as set forth above for initial participation in this Plan.

12. TERMINATION OF EMPLOYMENT. Termination of a participant's employment for any reason, including retirement, death or the failure of a participant to remain an eligible employee, immediately terminates his or her participation in this Plan. In such event, the payroll deductions credited to the participant's account will be returned to him or her or, in the case of his or her death, to his or her legal representative, without interest. For purposes of this Section 12, an employee will not be deemed to have terminated employment or failed to remain in the continuous employ of the Company in the case of sick leave, military leave, or any other leave of absence approved

by the Committee; provided that such leave is for a period of not more than ninety (90) days or reemployment upon the expiration of such leave is guaranteed by contract or statute.

13. RETURN OF PAYROLL DEDUCTIONS. In the event a participant's interest in this Plan is terminated by withdrawal, termination of employment or otherwise, or in the event this Plan is terminated by the Board, the Company shall promptly deliver to the participant all payroll deductions credited to such participant's account. No interest shall accrue on the payroll deductions of a participant in this Plan.

14. CAPITAL CHANGES. Subject to any required action by the stockholders of the Company, the number of shares of Common Stock covered by each option under this Plan which has not yet been exercised and the number of shares of Common Stock which have been authorized for issuance under this Plan but have not yet been placed under option (collectively, the "Reserves"), as well as the price per share of Common Stock covered by each option under this Plan which has not yet been exercised, shall be proportionately adjusted for any increase or

decrease in the number of issued and outstanding shares of Common Stock of the Company resulting from a stock split or the payment of a stock dividend (but only on the Common Stock) or any other increase or decrease in the number of issued and outstanding shares of Common Stock effected without receipt of any consideration by the Company; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration"; and provided further, that the price per share of Common Stock shall not be reduced below its par value per share. Such adjustment shall be made by the Board, whose determination shall be final, binding and conclusive. Except as expressly provided herein, no issue by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to an option.

In the event of the proposed dissolution or liquidation of the Company, the Offering Period will terminate immediately prior to the consummation of such proposed action, unless otherwise provided by the Board. The Board may, in the exercise of its sole discretion in such instances, declare that the options under this Plan shall terminate as of a date fixed by the Board and give each participant the right to exercise his or her option as to all of the optioned stock, including shares which would not otherwise be exercisable. In the event of a proposed sale of all or substantially all of the assets of the Company, or the merger or consolidation of the Company with or into another corporation, each option under this Plan shall be assumed or an equivalent option shall be substituted by such successor corporation or a parent or subsidiary of such successor corporation, unless the Board determines, in the exercise of its sole discretion and in lieu of such assumption or substitution, that the participant shall have the right to exercise the option as to all of the optioned stock. If the Board makes an option exercisable in lieu of assumption or substitution in the event of a merger, consolidation or sale of assets, the Board shall notify the participant that the option shall be fully exercisable for a period of twenty (20) days from the date of such notice, and the option will terminate upon the expiration of such period.

The Board may, if it so determines in the exercise of its sole discretion, also make provision for adjusting the Reserves, as well as the price per share of Common Stock covered by each outstanding option, in the event that the Company effects one or more reorganizations, recapitalizations, rights offerings or other increases or reductions of shares of its outstanding Common Stock, or in the event of the Company being consolidated with or merged into any other corporation; provided, that the price per share of Common Stock shall not be reduced below its par value per share.

15. NONASSIGNABILITY. Neither payroll deductions credited to a participant's account nor any rights with regard to the exercise of an option or to receive shares under this Plan may be assigned, transferred, pledged or otherwise disposed of in any way (other than by will, the laws of descent and distribution or as provided in Section 22 hereof) by the participant. Any such attempt at assignment, transfer, pledge or other disposition shall be void and without effect.

16. REPORTS. Individual accounts will be maintained for each participant in this Plan. Each participant shall receive promptly after the end of each Offering Period a report of his or her account setting forth the total payroll deductions accumulated, the number of shares purchased, the per share price thereof and the remaining cash balance, if any, carried forward to the next Offering Period.

17. NOTICE OF DISPOSITION. Each participant shall notify the Company if the participant disposes of any of the shares purchased in any Offering Period pursuant to this Plan if such disposition occurs within two (2) years from the Offering Date or within one (1) year from the Purchase Date on which such shares were purchased (the "Notice Period"). Unless such participant is disposing of any of such shares during the Notice Period, such participant shall keep the certificates issued to him or her that represent shares purchased hereunder in his or her name (and not in the name of a nominee) during the Notice Period. The Company may, at any time during the Notice Period, place a legend or legends on any certificate representing shares acquired pursuant to this Plan requesting the Company's transfer agent to notify the Company of any transfer of the shares. The obligation of the participant to provide such notice shall continue notwithstanding the placement of any such legend on the certificates.

18. NO RIGHTS TO CONTINUED EMPLOYMENT. Neither this Plan nor the grant of any option hereunder shall confer any right on any employee to remain in the employ of the Company or any Subsidiary, or restrict the right of the Company or any Subsidiary to terminate such employee's employment.

19. EQUAL RIGHTS AND PRIVILEGES. All eligible employees shall have equal rights and privileges with respect to this Plan so that this Plan qualifies as an "employee stock purchase plan" within the meaning of Section 423 or any successor provision of the Code and the related regulations. Any provision of this Plan which is inconsistent with Section 423 or any successor provision of the Code shall, without further act or amendment by the Company or the Board, be reformed to comply with the requirements of Section 423. This Section 19 shall take precedence over all other provisions in this Plan.

20. NOTICES. All notices or other communications by a participant to the Company under or in connection with this Plan shall be deemed to have been duly given when received in the form specified by the Company at the location, or by the person, designated by the Company for the receipt thereof.

21. TERM; STOCKHOLDER APPROVAL. This Plan shall become effective on the date that it is adopted by the Board. This Plan shall be approved by the stockholders of the Company, in any manner permitted by applicable corporate law, within twelve (12) months before or after the date this Plan is adopted by the Board. No purchase of shares pursuant to this Plan shall occur prior to such stockholder approval. This Plan shall continue until the earlier to occur of (a) termination of this Plan by the Board (which termination may be effected by the Board at any time), (b) issuance of all of the shares of Common Stock reserved for issuance under this Plan, or (c) ten (10) years from the adoption of this Plan by the Board.

22. DESIGNATION OF BENEFICIARY.

(a) A participant may file a written designation of a beneficiary who is to receive any shares and cash, if any, from the participant's account under this Plan in the event of such participant's death subsequent to the end of an Offering Period but prior to delivery to him of such shares and cash. In addition, a participant may file a written designation of a beneficiary who is to receive any cash from the participant's account under this Plan in the event of such participant's death prior to a Purchase Date.

(b) Such designation of beneficiary may be changed by the participant at any time by written notice. In the event of the death of a participant and in the absence of a beneficiary validly designated under this Plan who is living at the time of such participant's death, the Company shall deliver such shares or cash to the executor or administrator of the estate of the participant, or if no such executor or administrator has been appointed (to the knowledge of the Company), the Company, in its discretion, may deliver such shares or cash to the spouse or to any one or more dependents or relatives of the participant, or if no spouse, dependent or relative is known to the Company, then to such other person as the Company may designate.

23. CONDITIONS UPON ISSUANCE OF SHARES; LIMITATION ON SALE OF SHARES. Shares shall not be issued with respect to an option unless the exercise of such option and the issuance and delivery of such shares pursuant thereto shall comply with all applicable provisions of law, domestic or foreign, including, without limitation, the Securities

Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and the requirements of any stock exchange or automated quotation system upon which the shares may then be listed, and shall be further subject to the approval of counsel for the Company with respect to such compliance.

24. APPLICABLE LAW. The Plan shall be governed by the substantive laws (excluding the conflict of laws rules) of the State of California.

25. AMENDMENT OR TERMINATION OF THIS PLAN. The Board may at any time amend, terminate or extend the term of this Plan, except that any such termination cannot affect options previously granted under this Plan, nor may any amendment make any change in an option previously granted which would adversely affect the right of any participant, nor may any amendment be made without approval of the stockholders of the Company obtained in accordance with Section 21 hereof within twelve (12) months of the adoption of such amendment (or earlier if required by Section 21) if such amendment would:

(a) increase the number of shares that may be issued under this Plan;

(b) change the designation of the employees (or class of employees) eligible for participation in this Plan; or

(c) constitute an amendment for which stockholder approval is required by any stock exchange or automated quotation system upon which the shares may then be listed.

INTUIT INC. EXHIBIT 11.01

COMPUTATION OF NET INCOME (LOSS) PER SHARE

(In thousands, except per share amounts; unaudited)

	THREE MONTHS ENDED APRIL 30, 1996	THREE MONTHS ENDED APRIL 30, 1997	NINE MONTHS ENDED APRIL 30, 1996	NINE MONTHS ENDED APRIL 30, 1997
PRIMARY				
Computation of common and common equivalent shares outstanding:				
Weighted average common shares outstanding	45,229	46,526	44,976	46,322
Equivalent shares issuable upon exercise of options	--	726	2,449	1,085
Shares used in computing per share amounts	45,229	47,252	47,425	47,407
Net income (loss)	$ (308)	$ 488	$ 1,280	$ 88,124
Per share amount	$ (0.01)	$ 0.01	$ 0.03	$ 1.86
FULLY-DILUTED				
Computation of common and common equivalent shares outstanding:				
Weighted average common shares outstanding	45,229	46,526	44,976	46,322
Equivalent shares issuable upon exercise of options	--	726	2,636	1,085
Shares used in computing per share amounts	45,229	47,252	47,612	47,407
Net income (loss)	$ (308)	$ 488	$ 1,280	$ 88,124
Per share amount	$ (0.01)	$ 0.01	$ 0.03	$ 1.86

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