

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>BENNETT STEPHEN M</b>  (Last) (First) (Middle)  C/O INTUIT INC. 2700 COAST AVENUE  (Street) MOUNTAIN CA 94043 VIEW  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>INTUIT INC [ INTU ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>President, CEO &amp; Director</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/26/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock								156,972 <sup>(1)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Non-Qualified Stock Option (right to buy)	\$31.29	07/26/2006		A		100,000		(2)	07/25/2013	Common Stock	100,000	(3)	100,000	D	
Stock Bonus Award (restricted stock unit)	(4)							(5)	(6)	Common Stock	850,000		850,000	D	
Stock Bonus Award (restricted stock unit)	(4)							07/31/2007	(7)	Common Stock	50,000		50,000	D	
Restricted Stock Unit	(4)							(8)	07/28/2012	Common Stock	100,000		100,000	D	
Employee Non-Qualified Stock Option (right to buy)	\$33.7813							01/24/2005	01/24/2010	Common Stock	1,600,000		1,600,000	D	
Employee Non-Qualified Stock Option (right to buy)	\$17.9688							04/28/2002	04/28/2010	Common Stock	200,000		200,000	D	
Employee Non-Qualified Stock Option (right to buy)	\$17.0313							02/09/2004	02/09/2011	Common Stock	1,000,000		1,000,000	D	
Employee Non-Qualified Stock Option (right to buy)	\$21.99							07/31/2005	07/31/2009	Common Stock	450,000		450,000	D	
Employee Non-Qualified Stock Option (right to buy)	\$22.16							09/25/2005	09/25/2009	Common Stock	450,000		450,000	D	
Employee Non-Qualified Stock Option (right to buy)	\$18.72							(9)	07/30/2011	Common Stock	450,000		450,000	D	
Employee Non-Qualified Stock Option (right to buy)	\$24							(10)	07/28/2012	Common Stock	200,000		200,000	D	

**Explanation of Responses:**

- Includes 470 shares acquired through the Intuit Inc. 1996 Employee Stock Purchase Plan on 3/15/06 and 78,486 shares issued in connection with a 2-for-1 stock split on 7/6/2006.
- 50% of the options vest on 7/26/2007; the remaining options vest on 7/26/2008.
- The reporting person was awarded the options in connection with his employment.

4. 1-for-1

5. 510,000 shares vest on 7/31/2006 if reporting person is continuously employed by issuer through vesting date; thereafter, 170,000 shares vest on each of 7/31/2007 and 7/31/2008, provided reporting person is continuously employed by issuer on such vesting dates; vesting may be partially accelerated if employment terminates in certain circumstances and fully accelerated if employment terminates following a change in control.

6. Shares subject to the award that have vested will be settled in shares on the first day of the fiscal year following the date that the reporting person ceases to be both the CEO of issuer and a covered employee as defined by Section 162(m)(3) of the Internal Revenue Code.

7. Award will expire on date vested shares are issued which will be no later than the first day of the fiscal year following the date the reporting person ceases to be both the CEO of issuer and a covered employee as defined in Section 162(m)(3) of the Internal Revenue Code.

8. Two step vesting schedule applies to this award. (1) FY06 performance vesting criteria must be met by reporting person and (2) if that criteria is met, all shares vest on 7/29/2008. Pro-rated vesting and vesting acceleration may occur upon the reporting person's termination under certain conditions.

9. 33 1/3% of the options vested on 7/31/2005; thereafter 2.778% vest for each of the following 24 months such that the option is fully vested on 7/31/2007.

10. 50% of the options vest on 7/29/2007; the remaining options vest on 7/29/2008.

**Remarks:**

Remarks: The numbers of non-derivative and derivative securities beneficially owned by the reporting person have been adjusted to reflect the 2-for-1 stock split effective on July 6, 2006.

/s/ TYLER COZZENS, UNDER A 07/28/2006  
CONFIRMING STATEMENT

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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