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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>COOK SCOTT D</u>  (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 <u>INTUIT INC [ INTU ]</u>	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) <u>Chairman, Executive Committee</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/05/2006		s		5,086	D	\$31.0383	27,626,102	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		1,300	D	\$31.04	27,624,802	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		800	D	\$31.045	27,624,002	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		700	D	\$31.05	27,623,302	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		2,400	D	\$31.0537	27,620,902	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		6,450	D	\$31.0539	27,614,452	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		5,003	D	\$31.062	27,609,449	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		1,200	D	\$31.0683	27,608,249	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		5,050	D	\$31.0703	27,603,199	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		1,400	D	\$31.08	27,601,799	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		609	D	\$31.09	27,601,190	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		592	D	\$31.0951	27,600,598	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		1,399	D	\$31.1	27,599,199	I	By Trust <sup>(1)</sup>
Common Stock	12/05/2006		s		1,955	D	\$31.3	27,597,244	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		17,900	D	\$31	27,579,344	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		8,879	D	\$31.01	27,570,465	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		17,400	D	\$31.02	27,553,065	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		1,600	D	\$31.03	27,551,465	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		121	D	\$31.0317	27,551,344	I	By Trust <sup>(1)</sup>

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2006		s		9,237	D	\$31.04	27,542,107	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		65	D	\$31.0403	27,542,042	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		7,998	D	\$31.05	27,534,044	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		1,400	D	\$31.07	27,532,644	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		138	D	\$31.0783	27,532,506	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		3,900	D	\$31.08	27,528,606	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		8,200	D	\$31.09	27,520,406	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		9,351	D	\$31.1	27,511,055	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		3,800	D	\$31.11	27,507,255	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		111	D	\$31.118	27,507,144	I	By Trust <sup>(1)</sup>
Common Stock	12/06/2006		s		3,100	D	\$31.12	27,504,044	I	By Trust <sup>(1)</sup>

**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				

**Explanation of Responses:**

1. Shares held in Trust by the Scott D. Cook and Helen Signe Ostby Family Trust UTA 12/30/03, the Scott D. Cook and Helen Signe Ostby 1994 Charitable Trust UTA DTD12/30/94, and the Scott D. Cook and Helen Signe Ostby 1993 Grantor Retained Annuity Trust. The reporting person is a trustee of each of these trusts.

**Remarks:**

Remarks: Form 4 Filing 2 of 6: Related transactions effected by the reporting person on December 5, 2006 and December 6, 2006 are reported on additional Forms 4. The numbers of non-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 R. Cozzens under a  
Confirming Statement

12/07/2006

\*\* 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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