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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*<br><u>COOK SCOTT D</u><br><br>(Last) (First) (Middle)<br><br>C/O INTUIT INC.<br>2700 COAST AVENUE<br><br>(Street)<br>MOUNTAIN CA 94043<br>VIEW<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>INTUIT INC [ INTU ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, Executive Committee</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/06/2006</u>     |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><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                    | 12/06/2006                           |  | s                              |   | 11,912  | D          | \$31.32   | 27,316,510  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 526   | D          | \$31.3228 | 27,315,984  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 550   | D          | \$31.3236 | 27,315,434  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 528   | D          | \$31.3238 | 27,314,906  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 500   | D          | \$31.324  | 27,314,406  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 600   | D          | \$31.3267 | 27,313,806  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 550   | D          | \$31.3273 | 27,313,256  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 500   | D          | \$31.328  | 27,312,756  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 13,989  | D          | \$31.33   | 27,298,767  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 600   | D          | \$31.3317 | 27,298,167  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 686   | D          | \$31.3356 | 27,297,481  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 576   | D          | \$31.336  | 27,296,905  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 550   | D          | \$31.3382 | 27,296,355  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 3,000   | D          | \$31.34   | 27,293,355  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 5,088   | D          | \$31.35   | 27,288,267  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 1,424   | D          | \$31.3529 | 27,286,843  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 5,938   | D          | \$31.36   | 27,280,905  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 2,011   | D          | \$31.37   | 27,278,894  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 119   | D          | \$31.3748 | 27,278,775  | 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                              |   | 14,003  | D          | \$31.38   | 27,264,772  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 147   | D          | \$31.3864 | 27,264,625  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 2,991   | D          | \$31.39   | 27,261,634  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 1,609   | D          | \$31.3999 | 27,260,025  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 26,348  | D          | \$31.4    | 27,233,677  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 111   | D          | \$31.401  | 27,233,566  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 550   | D          | \$31.4036 | 27,233,016  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 789   | D          | \$31.4076 | 27,232,227  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 1,411   | D          | \$31.4089 | 27,230,816  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 568   | D          | \$31.4099 | 27,230,248  | I  | By Trust <sup>(1)</sup>                               |
| Common Stock                    | 12/06/2006                           |  | s                              |   | 18,248  | D          | \$31.41   | 27,212,000  | 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 5 of 6: Related transactions effected by the reporting person on 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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