

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>SMITH BRAD D</u> (Last) (First) (Middle) <u>C/O INTUIT INC.</u> <u>2700 COAST AVENUE</u> (Street) <u>MOUNTAIN CA 94043</u> (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>President, CEO and Director</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2009</u> | |
| | 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 | | | |

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 |
| Non-Qualified Stock Option (right to buy) | \$30.21 | 08/11/2009 | | A | | 200,000 | | (1) | 08/10/2016 | Common Stock | 200,000 | (2) | 200,000 | D | |
| Restricted Stock Unit (time-based vesting) | (3) | 08/11/2009 | | A | | 40,000 | | (4) | 08/01/2014 | Common Stock | 40,000 | (2) | 40,000 | D | |
| Restricted Stock Unit (performance-based vesting) | (3) | 08/11/2009 | | A | | 50,000 | | (5) | 08/01/2014 | Common Stock | 50,000 | (2) | 50,000 | D | |

Explanation of Responses:

- 50% of the options vest on 8/1/2012; the remaining options vest on 8/1/2014.
- The reporting person was awarded the derivative securities in connection with his employment.
- 1-for-1
- These time-based restricted stock units vest as to 50% of the shares on 8/1/2012 and the remaining 50% of the shares on 8/1/2014.
- These performance-based restricted stock units will vest as to a variable percentage of the total number of underlying shares, if, and to the extent that, Intuit achieves certain specified performance goals. Of those vested shares, 50% will be issued on 8/1/2012 and the remainder issued on 8/1/2014. The target number of shares issuable under this award is 40,000 shares, but the reporting person may receive up to a maximum of 50,000 shares under this award if higher performance targets are achieved.

Remarks:

/s/ Tyler Cozzens, under a
Confirming Statement 08/13/2009

** 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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