

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 BATCHELDER DAVID H (Last) (First) (Middle) C/O RELATIONAL INVESTORS 12400 HIGH BLUFF DRIVE, SUITE 600 (Street) SAN DIEGO CA 92130 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol INTUIT INC [INTU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/30/2011	
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	12/30/2011		S		194,037	D	\$52.83 ⁽¹⁾	2,045,365	I	Through Limited Partnerships and accounts managed by the reporting person.
Common Stock	01/03/2012		S		146,751	D	\$53 ⁽²⁾	1,898,614	I	Through Limited Partnerships and accounts managed by the reporting person.
Common Stock	01/03/2012		S		30,800	D	\$53.69 ⁽³⁾	1,867,814	I	Through Limited Partnerships and accounts managed by the reporting person. ⁽⁴⁾
Common Stock	01/01/2012		M		4,291	A	\$0	12,230	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
Restricted Stock Unit	(5)	01/01/2012		M		1,855		01/01/2012 ⁽⁶⁾	(7)	Common Stock	1,855	\$0	1,854	D	
Restricted Stock Unit	(5)	01/01/2012		M		1,218		01/01/2012 ⁽⁶⁾	(7)	Common Stock	1,218	\$0	1,218	D	
Restricted Stock Unit	(5)	01/01/2012		M		1,218		01/01/2012 ⁽⁶⁾	(7)	Common Stock	1,218	\$0	0	D	

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$52.75 to \$52.94. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$52.50 to \$53.49. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

3. This transaction was executed in multiple trades at prices ranging from \$53.50 to \$53.79. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

4. Mr. Batchelder is a Principal of Relational Investors, LLC ("RILLC"). RILLC is the record owner of 200 shares and sole general partner, or sole managing member of the general partner of Relational Investors LP, Relational Fund Partners, LP, Relational Coast Partners, LP, RH Fund I, LP, RH Fund 6, LP, Relational Investors VIII, LP, Relational Investors IX, LP, Relational Investors, X, LP, Relational Investors, XV, LP, Relational Investors XVI, LP, Relational Investors XX, LP, Relational Investors XXII, LP, Relational Investors XXIII, LP, and Relational Investors Alpha Fund I, LP. These Limited Partnerships own a total of 1,471,421 shares. An additional 396,193 shares are held in accounts managed by RILLC. Mr. Batchelder disclaims beneficiary ownership of these securities to the extent of his pecuniary interest therein.

5. 1-for-1

6. Represents vesting date for Restricted Stock Units.

7. Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.

Remarks:

/s/ Kerry McLean, under power-of-attorney 01/03/2012

** 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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