

**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>FENNEL LAURA A</u>  (Last) (First) (Middle) <u>C/O INTUIT INC.</u> <u>2700 COAST AVENUE</u>  (Street) <u>MOUNTAIN VIEW</u> CA 94043  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Gen. Counsel &amp; Corp Sec.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2013</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			
Common Stock	08/20/2013		M		1,261	A	\$0	6,286	D	
Common Stock	08/20/2013		M		1,261	A	\$0	7,547	D	
Common Stock	08/20/2013		F		927	D	\$63.14	6,620	D	
Common Stock	08/22/2013		M		40,000	A	\$27.68	46,620	D	
Common Stock	08/22/2013		M		60,000	A	\$30.21	106,620	D	
Common Stock	08/22/2013		S		100,000	D	\$62.905 <sup>(1)</sup>	6,620	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 (MSPP Purchased Award)	(2)	08/20/2013		M		1,261		08/20/2013 <sup>(3)</sup>	08/20/2013 <sup>(4)</sup>	Common Stock	1,261	\$44.6	0	D	
Restricted Stock Unit (MSPP Matching Award)	(2)	08/20/2013		M		1,261		08/20/2013 <sup>(5)</sup>	(6)	Common Stock	1,261	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$27.68	08/22/2013		M		40,000		07/23/2011	07/22/2015	Common Stock	40,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$30.21	08/22/2013		M		60,000		08/11/2012	08/10/2016	Common Stock	60,000	\$0	0	D	

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$62.75 to \$63.31. 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 the prices at which the transaction was effected.
- 1-for-1
- Represents settlement date for Restricted Stock Units (MSPP Purchased Award).
- Represents settlement date for Restricted Stock Units (MSPP Purchased Award); these securities do not expire.
- Represents vesting and settlement date for Restricted Stock Units (MSPP Matching Award).
- No expiration date for Restricted Stock Units (MSPP Matching Award); these securities either vest and settle or are canceled prior to the vest date.

**Remarks:**

/s/ Benjamin Schwartz, by power- of-attorney 08/22/2013

\*\* 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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