

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Goodarzi Sasan K</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Consumer Tax Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2014</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	09/01/2014		M		9,952	A	\$0	13,131	D	
Common Stock	09/01/2014		M		15,119	A	\$0	28,250	D	
Common Stock	09/01/2014		F		13,083	D	\$83.18	15,167	D	
Common Stock	09/03/2014		S <sup>(1)</sup>		11,988	D	\$82.2333 <sup>(2)</sup>	3,179	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					
Restricted Stock Unit (performance-based vesting)	(3)	09/01/2014		M		9,952	(4)	(5)	Common Stock	9,952	\$0	0	D	
Restricted Stock Unit (performance-based vesting)	(3)	09/01/2014		M		15,119	(6)	(5)	Common Stock	15,119	\$0	0	D	

**Explanation of Responses:**

- Transaction effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
- This transaction was executed in multiple trades ranging from \$82.18 to \$82.32. 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.
- 1-for-1
- Following the achievement by the issuer of certain pre-established 3-year operating goals, these awarded restricted stock units vested on 9/1/2014 and settled for an equal number of shares of the issuer's common stock.
- Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.
- Following the achievement by the issuer of certain total shareholder return objectives, these awarded restricted stock units vested on 9/1/2014 and settled for an equal number of shares of the issuer's common stock.

**Remarks:**

/s/ Benjamin Schwartz, by power-of-attorney 09/03/2014

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.