

**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>Goodarzi Sasan K</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>EVP, Consumer Tax Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2015</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	09/01/2015		M		2,674	A	\$0	11,439	D	
Common Stock	09/01/2015		M		10,570	A	\$0	22,009	D	
Common Stock	09/01/2015		M		3,357	A	\$0	25,366	D	
Common Stock	09/01/2015		F		8,664	D	\$84.1	16,702	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 (performance-based vesting)	(I)	09/01/2015		M		24,657 <sup>(2)</sup>		09/01/2015 <sup>(3)</sup>	(4)	Common Stock	24,657	\$0	0	D	
Restricted Stock Unit (performance-based vesting)	(I)	09/01/2015		M		25,107 <sup>(5)</sup>		09/01/2015 <sup>(3)</sup>	(4)	Common Stock	25,107	\$0	0	D	
Restricted Stock Unit (performance-based vesting)	(I)	09/01/2015		M		3,500 <sup>(6)</sup>		09/01/2015 <sup>(3)</sup>	(4)	Common Stock	3,500	\$0	0	D	

**Explanation of Responses:**

- 1-for-1
- This restricted stock unit award (performance-based vesting) vested as to 2,674 shares; the balance of the units awarded were canceled.
- Represents vesting date for restricted stock units.
- Restricted stock units have no expiration date; they either vest or are canceled prior to vesting date.
- This restricted stock unit award (performance-based vesting) vested as to 10,570 shares; the balance of the units awarded were canceled.
- This restricted stock unit award (performance-based vesting) vested as to 3,357 shares; the balance of the units awarded were canceled.

**Remarks:**

/s/ Benjamin Schwartz, by power- 09/03/2015  
of-attorney

\*\* 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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