

**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 AVE</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>Chairman, CEO &amp; President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2016</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	09/01/2016		M		38,566	A	\$0	177,558	D	
Common Stock	09/01/2016		M		23,100	A	\$0	200,658	D	
Common Stock	09/01/2016		M		23,940	A	\$0	224,598	D	
Common Stock	09/01/2016		M		77,982	A	\$0	302,580	D	
Common Stock	09/01/2016		F		85,362	D	\$112.34	217,218	D	
Common Stock	09/02/2016		G	V	4,470	D	\$0	212,748	D	
Common Stock	09/06/2016		G	V	4,460	D	\$0	208,288	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)	09/01/2016		M			23,100 <sup>(2)</sup>	09/01/2016 <sup>(3)</sup>	(4)	Common Stock	23,100	\$0	0	D	
Restricted Stock Unit (performance-based vesting)	(I)	09/01/2016		M			38,566 <sup>(5)</sup>	09/01/2016 <sup>(3)</sup>	(4)	Common Stock	38,566	\$0	0	D	
Restricted Stock Unit (performance-based vesting)	(I)	09/01/2016		M			23,940 <sup>(6)</sup>	09/01/2016 <sup>(3)</sup>	(4)	Common Stock	23,940	\$0	0	D	
Restricted Stock Unit (performance-based vesting)	(I)	09/01/2016		M			77,982 <sup>(7)</sup>	09/01/2016 <sup>(3)</sup>	(4)	Common Stock	77,982	\$0	0	D	

**Explanation of Responses:**

- 1-for-1
- Represents the second and final vesting tranche pursuant to the Restricted Stock Unit (performance-based vesting) grant related to achievement of certain pre-established 3-year operating goals awarded 7/20/2011.
- Represents vesting date for restricted stock units.
- Restricted stock units have no expiration date; they either vest or are canceled prior to vesting date.
- Represents the second and final vesting tranche pursuant to the Restricted Stock Unit (performance-based vesting) grant related to achievement of certain total shareholder return objectives awarded 7/20/2011.
- Represents the vested units pursuant to a Restricted Stock Unit (performance-based vesting) grant related to achievement of certain pre-established 3-year operating goals; the balance of the granted units were canceled.
- Represents the vested units pursuant to a Restricted Stock Unit (performance-based vesting) grant related to achievement of certain total shareholder return objectives; the balance of the granted units were canceled.

**Remarks:**

/s/ Benjamin Schwartz, by power-of-attorney 09/06/2016

\*\* 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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