FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

3235-0287 OMB Number:

Estimated average burden hours per response 0.5

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | |
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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>STANSBURY HENRY TAYLOE</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>INTUIT INC</u> [INTU] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|--------------|-------------|--|---------------|---|--------------------------|--|--|--|--|
| STANSDUR | I IILINKI IZ | <u>TLUE</u> | L | | Director | 10% Owner | | | | |
| (Last) | (First) | (Middle) | - | X | Officer (give title below) | Other (specify below) | | | | |
| C/O INTUIT IN | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2017 | | EVP, Chief Techn | ology Officer | | | | |
| 2700 COAST A | VENUE | | | | | | | | | |
| (Street) MOUNTAIN VIEW | СА | 94043 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv X | idual or Joint/Group Filing Form filed by One Rep Form filed by More that | · · · · / | | | | |
| (City) | (State) | (Zip) | | | | | | | | |

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. Transac Code (Ir 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership |
|---------------------------------|--|---|---------------------------------|---|--|---------------|-----------------------------------|--|---|-------------------------|
| | | | Code | v | Amount | (A) or (D) | | | | (Instr. 4) |
| Common Stock | 03/01/2017 | | M ⁽¹⁾ | | 3,742 | Α | \$82.59 | 4,412 | D | |
| Common Stock | 03/01/2017 | | S ⁽¹⁾ | | 3,742 | D | \$ 125.2337 ⁽²⁾ | 670 | 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. Transac Code (Ir 8) | | | | 6. Date Exerci Expiration Da (Month/Day/Yo | te | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | Owned Following Reported | 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 | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Non-Qualified Stock Option (right to buy) | \$82.59 | 03/01/2017 | | M ⁽¹⁾ | | | 3,742 | 02/24/2017 ⁽³⁾ | 07/23/2021 | Common Stock | 3,742 | \$0 | 9,355 | D | |

Explanation of Responses:

1. Transaction effected pursuant to a 10b5-1 trading plan adopted by the reporting person in September 2016.

2. This transaction was executed in multiple trades ranging from \$124.84 to \$125.74. 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. One third of the 67,350 options granted under this award vested on 7/25/2015; thereafter, 2.778% of the options vest monthly such that the award is fully vested on 7/24/2017.

Remarks:

/s/ Elizabeth McBride, by power-03/02/2017 of-attorney Date

** Signature of Reporting Person

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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