

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

**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* <b>FLOURNOY MARK J</b>  (Last) (First) (Middle) <b>C/O INTUIT INC.</b> <b>2700 COAST AVENUE</b>  (Street) <b>MOUNTAIN CA 94043</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>INTUIT INC [ INTU ]</b>	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) <b>VP, Chief Accounting Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/02/2017</b>	
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	03/02/2017		M		694	A	\$72.72	787	D	
Common Stock	03/02/2017		M		2,905	A	\$82.59	3,692	D	
Common Stock	03/02/2017		M		4,959	A	\$107.25	8,651	D	
Common Stock	03/02/2017		S		8,558	D	\$125.2373 <sup>(1)</sup>	93	D	
Common Stock	03/02/2017		S		93	D	\$125.2728	0	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
Non-Qualified Stock Option (right to buy)	\$72.72	03/02/2017		M			694	01/27/2017 <sup>(2)</sup>	02/10/2021	Common Stock	694	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$82.59	03/02/2017		M			2,905	(3)	07/23/2021	Common Stock	2,905	\$0	1,614	D	
Non-Qualified Stock Option (right to buy)	\$107.25	03/02/2017		M			4,959	(4)	07/22/2022	Common Stock	4,959	\$0	4,439	D	

**Explanation of Responses:**

- This transaction was executed in multiple trades ranging from \$125.21 to \$125.29. 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.
- Represents the date the stock options awarded under this grant were fully vested.
- One third of the 11,619 stock options awarded under this grant vested on 7/24/2015 and thereafter 2.778% of the options vest on the 24th of each of the following 24 months.
- One third of the 9,398 stock options awarded under this grant vested on 7/23/2016 and thereafter 2.778% of the options vest on the 23rd of each of the following 24 months.

**Remarks:**

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

\*\* 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.