

**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**

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>BATCHELDER DAVID H</b>			2. Issuer Name and Ticker or Trading Symbol <b>INTUIT INC [ INTU ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/28/2011</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O RELATIONAL INVESTORS 12400 HIGH BLUFF DRIVE, STE. 600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SAN DIEGO CA 92130</b>								
(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. 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	12/28/2011		s		200,000	D	\$52.53 <sup>(1)</sup>	2,614,488	I	Through Limited Partnerships and accounts managed by the reporting person. <sup>(3)</sup>
Common Stock	12/29/2011		s		375,086	D	\$52.7 <sup>(2)</sup>	2,239,402	I	Through Limited Partnerships and accounts managed by the reporting person. <sup>(3)</sup>
Common Stock								7,939	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					

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$52.40 to \$52.78. 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.
- This transaction was executed in multiple trades at prices ranging from \$52.60 to \$52.81. 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.
- Mr. Batchelder is a Principal of Relational Investors, LLC ("RILLC"). RILLC is the record owner of 200 shares and sole general partner, or sole managing member of the general partner of Relational Investors LP, Relational Fund Partners, LP, Relational Coast Partners, LP, RH Fund 1, LP, RH Fund 6, LP, Relational Investors VIII, LP, Relational Investors IX, LP, Relational Investors, X, LP, Relational Investors, XV, LP, Relational Investors XVI, LP, Relational Investors XX, LP, Relational Investors XXII, LP, Relational Investors XXIII, LP and Relational Investors Alpha Fund I, LP. These Limited Partnerships own a total of 1,764,242 shares. An additional 474,960 shares are held in accounts managed by RILLC. Mr. Batchelder disclaims beneficiary ownership of these securities to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Kerry McLean, under power-of-attorney 12/29/2011

\*\* 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.