
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

**September 2, 2011
Date of Report (Date of earliest event reported):**

INTUIT INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

000-21180
(Commission
File Number)

77-0034661
(I.R.S. Employer
Identification No.)

**2700 Coast Avenue
Mountain View, CA 94043**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (650) 944-6000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

ITEM 8.01 OTHER EVENTS.

On September 2, 2011, Relational Investors LLC (“Relational”), a shareholder of Intuit, filed a Form 144 with the Securities and Exchange Commission disclosing Relational’s intent to sell up to 5,562,500 shares of Intuit common stock, subject to market conditions. David H. Batchelder, a principal of Relational, is a member of Intuit’s Board of Directors.

Relational has informed Intuit that the sales are being made to diversify Relational’s overall portfolio and that Relational remains confident in Intuit and its future.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 2, 2011

INTUIT INC.

By: /s/ Laura A. Fennell

Laura A. Fennell

*Senior Vice President, General Counsel and
Corporate Secretary*