

Williams R Neil
 Form 4
 July 26, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Williams R Neil

2. Issuer Name and Ticker or Trading Symbol
 INTUIT INC [INTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O INTUIT INC., 2700 COAST AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 07/22/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and CFO

(Street)
 MOUNTAIN VIEW, CA 94043

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title
					Code	V			
Non-Qualified Stock Option (right to buy)	\$ 37.98	07/22/2010	A	30,425			<u>(1)</u>	07/21/2017	Common Stock
Restricted Stock Unit	<u>(2)</u>	07/22/2010	A	8,220			<u>(3)</u>	07/01/2013	Common Stock
Restricted Stock Unit (performance-based vesting)	<u>(2)</u>	07/22/2010	A	19,360 <u>(4)</u>		09/01/2013		09/01/2013	Common Stock
Restricted Stock Unit (performance-based vesting)	<u>(2)</u>	07/22/2010	A	19,360 <u>(5)</u>		09/01/2013		09/01/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams R Neil C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043			SVP and CFO	

Signatures

/s/ Christina Hall, under a Confirming Statement	07/26/2010
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) One third of the options vest on the first anniversary of the grant date; thereafter, 2.778% of the options vest on the monthly anniversary of the grant date such that the options are fully vested on the third anniversary of the grant date.
- (2) 1-for-1
- (3) These restricted stock units will vest as to one third of the shares on each of July 1, 2011, July 1, 2012 and July 1, 2013, provided that the issuer achieves a pre-established minimum operating goal.
- (4) The target number of units subject to the award is presented in the table. The units are scheduled to vest following the third anniversary of the grant date if the Company meets certain pre-established 3-year operating goals. The number of units that vest may be 0% to 160% of

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the target number of units, depending upon performance. The maximum number of units that may vest is 30,980 (160% of the target number). Vested restricted stock units will be paid in an equal number of shares of Intuit Inc. common stock.

- (5) The target number of units subject to the award is presented in the table. The units are scheduled to vest following the third anniversary of the grant date if the Company meets certain total shareholder return objectives compared to a peer group. The number of units that vest may be 0% to 160% of the target number of units, depending upon performance. The maximum number of units that may vest is 30,980 (160% of the target number). Vested restricted stock units will be paid in an equal number of shares of Intuit Inc. common stock.

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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