SMITH BRAD D Form 4 July 22, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH BRAD D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INTUIT INC [INTU]

(Check all applicable)

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

(Street)

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

_X__ Director 10% Owner X_ Officer (give title Other (specify

07/20/2011

CEO & President

AVENUE

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Underlying (Instr. 3 an

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| | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | |
|--|------------------------------------|------------|------------------|------------|--|-----------------------|--------------------|-----------------|
| | | | | Code V | (A) (D |) Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 47.79 | 07/20/2011 | | A | 110,496 | <u>(1)</u> | 07/19/2018 | Common Stock |
| Restricted Stock Unit | (2) | 07/20/2011 | | A | 29,845 | <u>(3)</u> | <u>(4)</u> | Common Stock |
| Restricted Stock Unit (performance-based vesting) | <u>(2)</u> | 07/20/2011 | | A | 111,421 | <u>(5)</u> | <u>(4)</u> | Common Stock |
| Restricted Stock Unit (performance-based vesting) | (2) | 07/20/2011 | | A | 122,441 | <u>(6)</u> | <u>(4)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|-----------------|-------|--|--|
| Reporting Owner France / Francess | Director | 10% Owner | Officer | Other | | |
| SMITH BRAD D C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043 | X | | CEO & President | | | |

Signatures

/s/ Kerry McLean, by power-of-attorney 07/22/2011

**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) 50% of the options vest on 7/20/2014; the remaining options vest on 7/20/2016.
- (**2**) 1-for-1
- (3) 50% of these restricted stock units vest on 7/1/2014 and the remaining 50% vest on 7/1/2016, provided the issuer achieves a pre-established minimum operating goal.
- (4) Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.
- (5) The maximum number of units subject to the award is presented in the table; the number of units that vest may be 0%-100% of this number ("awarded units"), depending upon performance. Following the achievement by the issuer of certain pre-established 3-year operating goals, 50% of the awarded units will vest on each of 9/1/2014 and 9/1/2016. Vested restricted stock units will be paid in an

Reporting Owners 2

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equal number of shares of Intuit Inc. common stock.

The maximum number of units subject to the award is presented in the table; the number of units that vest may be 0%-100% of this number ("awarded units"), depending upon performance. Following the achievement by the issuer of certain total shareholder return objectives, 50% of the awarded units will vest on each of 9/1/2014 and 9/1/2016. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.