

INTUIT INC
Form 4
September 06, 2016

FORM 4

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

OMB APPROVAL

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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 *
Goodarzi Sasan K

(Last) (First) (Middle)

C/O INTUIT INC., 2700 COAST AVE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Small Business Group

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/01/2016		M		9,030	A	\$ 0
Common Stock	09/01/2016		M		29,798	A	\$ 0
Common Stock	09/01/2016		F		20,261	D	\$ 112.34
					9,030	D	
					38,828	D	
					18,567	D	

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

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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)	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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit (performance-based vesting)	(1)	09/01/2016		M	9,030 (2)	09/01/2016(3)	(4)	Common Stock
Restricted Stock Unit (performance-based vesting)	(1)	09/01/2016		M	29,798 (5)	09/01/2016(3)	(4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodarzi Sasan K C/O INTUIT INC. 2700 COAST AVE MOUNTAIN VIEW, CA 94043			EVP, Small Business Group	

Signatures

/s/ Benjamin Schwartz, by
power-of-attorney
09/06/2016
**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) 1-for-1
- (2) Represents the vested units pursuant to the Restricted Stock Unit (performance-based vesting) grant related to achievement of certain pre-established 3-year operating goals; the balance of the granted units were canceled.
- (3) Represents vesting date for restricted stock units.
- (4) Restricted stock units have no expiration date; they either vest or are canceled prior to vesting date.

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- (5) Represents the vested units pursuant to the Restricted Stock Unit (performance-based vesting) grant related to achievement of certain total shareholder return objectives; the balance of the granted units were canceled.

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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