

INTUIT INC
Form 8-K
February 28, 2005

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**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**

February 25, 2005

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, including zip code)

(650) 944-6000

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))
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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On February 25, 2005, Intuit Inc. (Intuit) entered into a Share Repurchase Agreement (the Agreement) with Stephen M. Bennett, the Company's Chief Executive Officer, pursuant to which the Company repurchased 15,945 shares of Intuit Common Stock (the Shares) from Mr. Bennett at a price of \$41.81 per share (which was the closing price per share of Intuit Common Stock on The Nasdaq Stock Market on February 25, 2005), for an aggregate repurchase price of \$666,660.45. The entire repurchase price was remitted to federal and state taxing authorities to satisfy Mr. Bennett's federal, state and Medicare tax withholding obligations resulting from the vesting of 37,500 shares of Intuit Common Stock under his January 2000 new-hire restricted stock awards.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit

Number

Exhibit Title or Description

99.01 Share Repurchase Agreement between Intuit and Stephen M. Bennett, dated February 25, 2005

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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: February 28, 2005

INTUIT INC.

By: /s/ Robert B. Henske
Robert B. ("Brad") Henske
Senior Vice President and Chief
Financial Officer

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99.01	Share Repurchase Agreement between Intuit and Stephen M. Bennett, dated February 25, 2005