

INTUIT INC
Form 4
January 03, 2012

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 *
BATCHELDER DAVID H

(Last) (First) (Middle)

C/O RELATIONAL INVESTORS, 12400 HIGH BLUFF DRIVE, SUITE 600

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2011

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)

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/30/2011		S		194,037	D	\$ 52.83 <u>(1)</u>	2,045,365	I	Through Limited Partnerships and accounts managed by the reporting person.
Common Stock	01/03/2012		S		146,751	D	\$ 53 <u>(2)</u>	1,898,614	I	Through Limited Partnerships and accounts

Common Stock	01/03/2012	S	30,800	D	\$ 53.69 (3)	1,867,814	I	managed by the reporting person. Through Limited Partnerships and accounts managed by the reporting person. (4)
Common Stock	01/01/2012	M	4,291	A	\$ 0	12,230	D	

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

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit	(5)	01/01/2012		M	1,855	01/01/2012(6) (7)	Common Stock	1,855
Restricted Stock Unit	(5)	01/01/2012		M	1,218	01/01/2012(6) (7)	Common Stock	1,218
Restricted Stock Unit	(5)	01/01/2012		M	1,218	01/01/2012(6) (7)	Common Stock	1,218

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

BATCHELDER DAVID H
C/O RELATIONAL INVESTORS
12400 HIGH BLUFF DRIVE, SUITE 600
SAN DIEGO, CA 92130

Signatures

/s/ Kerry McLean, under
power-of-attorney

01/03/2012

__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) This transaction was executed in multiple trades at prices ranging from \$52.75 to \$52.94. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades at prices ranging from \$52.50 to \$53.49. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from \$53.50 to \$53.79. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) Mr. Batchelder is a Principal of Relational Investors, LLC ("RILLC"). RILLC is the record owner of 200 shares and sole general partner, or sole managing member of the general partner of Relational Investors LP, Relational Fund Partners, LP, Relational Coast Partners, LP, RH Fund I, LP, RH Fund 6, LP, Relational Investors VIII, LP, Relational Investors IX, LP, Relational Investors, X, LP, Relational Investors, XV, LP, Relational Investors XVI, LP, Relational Investors XX, LP, Relational Investors XXII, LP, Relational Investors XXIII, LP, and Relational Investors Alpha Fund I, LP. These Limited Partnerships own a total of 1,471,421 shares. An additional 396,193 shares are held in accounts managed by RILLC. Mr. Batchelder disclaims beneficiary ownership of these securities to the extent of his pecuniary interest therein.

(5) 1-for-1

(6) Represents vesting date for Restricted Stock Units.

(7) Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.

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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