

INTUIT INC
Form 4
July 25, 2016

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 *
Goodarzi Sasan K

(Last) (First) (Middle)
C/O INTUIT INC., 2700 COAST AVENUE
(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)
07/21/2016

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 | (D) | Price |

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

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SEC 1474
(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 | 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) Code | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|------------------------------------------------------------------------|------------------------------------|------------------|--------------------|---------------------------------------------------------------|-----|---------------------|--------------------|-----------------|
| | | | | (A) | (D) | | | |
| Non-Qualified Stock Option (right to buy) | \$ 113.19 | 07/21/2016 | A | 110,046 | | <u>(1)</u> | 07/20/2023 | Common Stock |
| Restricted Stock Units <u>(2)</u> | <u>(3)</u> | 07/21/2016 | A | 18,773 | | <u>(4)</u> | <u>(5)</u> | Common Stock |
| Restricted Stock Units (performance-based vesting) <u>(2)</u> | <u>(3)</u> | 07/21/2016 | A | 38,302 <u>(6)</u> | | <u>(6)</u> | <u>(5)</u> | Common Stock |

Reporting Owners

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

Signatures

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

07/25/2016

__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) One-third of the options vest on the one-year anniversary of the grant date, and thereafter 2.778% of the options vest on each monthly anniversary of the first vesting date until 100% vested.
 - (2) Dividend rights accrue on the underlying shares for this award and settle in cash upon vesting and issuance of those shares.
 - (3) 1-for-1.
 - (4) One-third of the RSUs vest on each of 7/21/2017, 7/21/2018, and 7/21/2019 provided a pre-determined one year operating goal threshold is achieved.
 - (5) RSUs have no expiration date; they either vest or are canceled prior to the vest date.
The target number of units subject to the award is presented in the table; the number that vests may be 0%- 200% of this number ("awarded units"), depending upon performance. Following the achievement by the issuer of certain total shareholder return objectives,
 - (6) the awarded units will vest on 9/1/2019. 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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