

INTUIT INC
Form 4
July 27, 2015

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams R Neil

(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)

07/23/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

SVP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (D) | Price |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 S (Instr. 3 and |
|--|------------------------------|---|---|------------------------|--|--|---|
|--|------------------------------|---|---|------------------------|--|--|---|

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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) | \$ 107.25 | 07/23/2015 | A | | 77,036 | | (1) | 07/22/2022 | Common Stock | |
| Restricted Stock Unit (2) | (3) | 07/23/2015 | A | | 13,986 | | (4) | (5) | Common Stock | |
| Restricted Stock Unit (performance-based vesting) (2) | (3) | 07/23/2015 | A | | 31,464 (6) | | (6) | (5) | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams R Neil C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043 | | | SVP and CFO | |

Signatures

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

07/27/2015

__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 7/23/2016; thereafter, 2.778% of the options vest on the 23rd of each of the following 24 months.
- (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 Restricted Stock Units vest on each of 7/1/2016, 7/1/2017, and 7/1/2018.
- (5) Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.
- (6) The target number of units subject to the award is presented in the table; the number that vest may be 0% - 200% of this number ("awarded units"), depending upon performance. Following the achievement by the issuer of certain total shareholder return objectives, the awarded units will vest on 9/1/2018. 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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