

Goodarzi Sasan K
Form 4
November 23, 2010

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 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)
11/22/2010

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)

SVP, Intuit Financial Services

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/22/2010		M ⁽¹⁾		15,000	A	\$ 20.695 25,081
Common Stock	11/22/2010		S ⁽¹⁾		9,680	D	\$ 44.9611 15,401
Common Stock	11/22/2010		S ⁽¹⁾		5,320	D	\$ 45.4676 10,081
Common Stock	11/22/2010		S		10,081	D	\$ 44.3182 0

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Common Stock	11/22/2010		M	20,831	A	\$ 30.21	20,831	D
Common Stock	11/22/2010		M	22,499	A	\$ 27.68	43,330	D
Common Stock	11/22/2010		M	45,000	A	\$ 31.29	88,330	D
Common Stock	11/22/2010		M	45,000	A	\$ 30.07	133,330	D
Common Stock	11/22/2010		M	20,000	A	\$ 32.23	153,330	D
Common Stock	11/22/2010		S	110,739	D	\$ 44.954 (5)	42,591	D
Common Stock	11/22/2010		S	42,591	D	\$ 45.4571 (6)	0	D
Common Stock	11/23/2010		M	834	A	\$ 27.68	834	D
Common Stock	11/23/2010		M	60,000	A	\$ 24	60,834	D
Common Stock	11/23/2010		S	60,834	D	\$ 44.5854 (7)	0	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 20.695	11/22/2010		M(1)	15,000	06/07/2007	06/07/2011	Common Stock	15,000

Non-Qualified Stock Option (right to buy)	\$ 30.21	11/22/2010	M	20,831	11/11/2010	08/10/2016	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 27.68	11/22/2010	M	22,499	10/23/2010	07/22/2015	Common Stock	22
Non-Qualified Stock Option (right to buy)	\$ 31.29	11/22/2010	M	45,000	07/26/2009	07/25/2013	Common Stock	45
Non-Qualified Stock Option (right to buy)	\$ 30.07	11/22/2010	M	45,000	07/25/2010	07/24/2014	Common Stock	45
Non-Qualified Stock Option (right to buy)	\$ 32.23	11/22/2010	M	20,000	09/10/2010	10/08/2014	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 27.68	11/23/2010	M	834	11/23/2010	07/22/2015	Common Stock	8
Non-Qualified Stock Option (right to buy)	\$ 24	11/23/2010	M	60,000	07/29/2008	07/28/2012	Common Stock	60

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			SVP, Intuit Financial Services	

Signatures

/s/ Kerry McLean, under a Confirming Statement	11/23/2010
**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) These transactions were effected pursuant to a 10b5-1 plan adopted by the reporting person.
This transaction was executed in multiple trades at prices ranging from \$44.26 to \$45.24. 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 \$45.27 to \$45.64. 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 \$45.27 to \$45.64. 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.

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issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$44.25 to \$44.39. 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.

(5) This transaction was executed in multiple trades at prices ranging from \$44.26 to \$45.25. 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.

(6) This transaction was executed in multiple trades at prices ranging from \$45.26 to \$45.68. 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.

(7) This transaction was executed in multiple trades at prices ranging from \$44.54 to \$44.68. 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.

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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