

Wernikoff Daniel A
 Form 4
 May 31, 2018

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 *
 Wernikoff Daniel A

(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)
 05/29/2018

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, Consumer 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/29/2018		M ⁽¹⁾	67,350 A \$ 82.59	68,237 ⁽²⁾	D	
Common Stock	05/29/2018		M ⁽¹⁾	90,945 A \$ 107.25	159,182	D	
Common Stock	05/29/2018		M ⁽¹⁾	67,248 A \$ 113.19	226,430	D	
Common Stock	05/29/2018		S ⁽¹⁾	81,653 D \$ 195.5378 ⁽³⁾	144,777	D	
Common Stock	05/29/2018		S ⁽¹⁾	67,507 D \$ 196.5263	77,270	D	

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Common Stock	05/29/2018	S ⁽¹⁾	64,675	D	<u>(4)</u> \$ 197.4202	12,595	D
Common Stock	05/29/2018	S ⁽¹⁾	11,708	D	<u>(5)</u> \$ 198.0605	887	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 82.59	05/29/2018		M ⁽¹⁾	67,350	07/24/2017 ⁽⁷⁾	07/22/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 107.25	05/29/2018		M ⁽¹⁾	90,945	⁽⁸⁾	07/22/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 113.19	05/29/2018		M ⁽¹⁾	67,248	⁽⁹⁾	07/23/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wernikoff Daniel A C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043			EVP, Consumer Group	

Signatures

/s/ Elizabeth McBride, by
power-of-attorney

05/31/2018

__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) Transaction effected pursuant to a 10b5-1 trading plan adopted by the reporting person in December 2017.

(2) Includes 99 shares acquired by the reporting person on 3/15/2018 through the Intuit Inc. Employee Stock Purchase Plan.

(3) This transaction was executed in multiple trades ranging from \$194.92 to \$195.90. 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) This transaction was executed in multiple trades ranging from \$195.92 to \$196.91. 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 ranging from \$196.92 to \$197.91. 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 ranging from \$197.92 to \$198.25. 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.

(7) Represents final vesting date for this award granted 7/24/2014 for 67,350 stock options.

(8) One third of the 96,296 options granted on 7/23/2015 vested on 7/23/2016 and thereafter 2.778% of the options vest on each monthly anniversary of that first vesting date.

(9) One third of the 110,046 options granted on 7/21/2016 vested on 7/21/2017 and thereafter 2.778% of the options vest on each monthly anniversary of that first vesting 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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