

SMITH BRAD D
Form 4/A
July 20, 2018

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 *
SMITH BRAD D

(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)
07/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
07/03/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

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	(D)	Price
Common Stock	07/01/2018		M		9,814	A	\$ 0
Common Stock	07/01/2018		M		11,938	A	\$ 0
Common Stock	07/01/2018		M		387	A	\$ 0
Common Stock	07/01/2018		F		10,442	D	\$ 204.305
							300,620

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)	8. Amount or Number of Shares
Restricted Stock Unit	(1)	07/01/2018		M	9,814	(2) (5)	Common Stock	9,814
Restricted Stock Unit	(1)	07/01/2018		M	11,938	(3) (5)	Common Stock	11,938
Restricted Stock Unit	(1)	07/01/2018		M	387	(4) (5)	Common Stock	387

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRAD D C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043	X		Chairman, CEO & President	

Signatures

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

07/20/2018

**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) 1-for-1

(2) For this award granted 7/23/2015, one third of the restricted stock units vested on each of 7/1/2016, 7/1/2017, and 7/1/2018 with each tranche of vested restricted stock units subject to deferred release for one year after vesting date. This reported number represents the sum of unreleased RSUs vested 7/1/2017 and 440 RSUs vested 7/1/2018 for which the issuer accelerated release to accommodate

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forfeiture of shares related to tax withholding obligations.

- (3) For this award granted 7/21/2016, one third of the restricted stock units vest on each of 7/1/2017, 7/1/2018, and 7/1/2019 with each tranche of vested restricted stock units subject to deferred release for one year after vesting date. This reported number represents the sum of unreleased RSUs vested 7/1/2017 and 535 RSUs vested 7/1/2018 for which the issuer accelerated release to accommodate forfeiture of shares related to tax withholding obligations.

- (4) For this award granted 7/20/2017, one third of the restricted stock units vest on each of 7/1/2018, 7/1/2019, and 7/1/2020 with each tranche of vested restricted stock units subject to deferred release for one year after vesting date. The issuer has accelerated the issuance of this portion of the vested and unreleased RSUs to accommodate forfeiture of shares related to tax withholding obligations.

- (5) Restricted stock units do not expire; they either vest or are canceled prior to vesting date.

Remarks:

This amended Form 4 replaces the Form 4 filed on 7/3/2018 in its entirety, due to corrections to shares withheld by the issuer.

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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