

INTUIT INC

Form 4

February 20, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
POWELL DENNIS 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)

02/19/2007

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)

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)
				(A) or (D)			
			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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information contained in this form are not
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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	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 Amount Underlying Security (Instr. 3 and 4)

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(Instr. 3)	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	Am or Num of S	
Non-Qualified Stock Option (right to buy) (1)	\$ 30.96	02/19/2007	A		22,500		(2)	02/18/2014	Common Stock	22	
Non-Qualified Stock Option (right to buy) (1)	\$ 30.96	02/19/2007	A		10,000		(4)	02/18/2014	Common Stock	10	
Non-Qualified Stock Option (right to buy)	\$ 22.62						(5)	02/19/2014	Common Stock	90	
Non-Qualified Stock Option (right to buy)	\$ 22.62						02/19/2005	02/19/2014	Common Stock	10	
Non-Qualified Stock Option (right to buy)	\$ 20.475						02/19/2007	02/19/2012	Common Stock	30	
Non-Qualified Stock Option (right to buy)	\$ 20.475						02/19/2006	02/19/2012	Common Stock	10	
Non-Qualified Stock Option (right to buy)	\$ 24.625						(6)	02/19/2013	Common Stock	30	
Non-Qualified Stock Option (right to buy)	\$ 24.625						02/19/2007	02/19/2013	Common Stock	10	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWELL DENNIS D C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043	X			

Signatures

/s/ Tyler R. Cozzens, under a Confirming
Statement

02/20/2007

__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) Automatic grant to non-employee director.
- (2) Option vests as to 50% of the option shares on the first anniversary of the grant date and thereafter at the rate of 4.1666% on 12 succeeding monthly anniversaries.
- (3) Reporting person was awarded the option shares in connection with his service as a non-employee director.
- (4) 8.333% of the option shares vest on the monthly anniversary of the grant date such that the option is fully vested on 2-19-2008.
- (5) 67,500 option shares vested as of 2-19-07; 2.0833% of the option shares vest monthly such that the option is fully vested on 2-19-08.
- (6) 15,000 option shares vested as of 2-19-07; 4.1666% of the option shares vest on 12 succeeding monthly anniversaries such that the option shares are fully vested on 2-19-08.

Remarks:

Remarks: The numbers of securities beneficially owned by the reporting person have been adjusted to reflect the 2-for-1 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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