

INTUIT INC
Form 4
March 29, 2006

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 *
COOK SCOTT 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)
03/28/2006

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)
Chairman, Executive Committee

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	03/28/2006		M		194,200	A	\$ 9	14,094,058	I	By Trust (1)
Common Stock	03/28/2006		S		1,470	D	\$ 51.5	14,092,588	I	By Trust (1)
Common Stock	03/28/2006		S		25,000	D	\$ 51.5003	14,067,588	I	By Trust (1)
Common Stock	03/28/2006		S		4,432	D	\$ 51.5039	14,063,156	I	By Trust (1)
Common Stock	03/28/2006		S		8,894	D	\$ 51.5065	14,054,262	I	By Trust (1)

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Common Stock	03/28/2006	S	8,604	D	\$ 51.5122	14,045,658	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	25,000	D	\$ 51.5165	14,020,658	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	5,000	D	\$ 51.5315	14,015,658	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	9,742	D	\$ 51.5377	14,005,916	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	2,388	D	\$ 51.57	14,003,528	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	9,958	D	\$ 51.61	13,993,570	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	17,700	D	\$ 51.6302	13,975,870	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	1,712	D	\$ 51.7047	13,974,158	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	13,000	D	\$ 51.7108	13,961,158	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	10,600	D	\$ 51.7116	13,950,558	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	3,000	D	\$ 51.7187	13,947,558	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	6,900	D	\$ 51.7346	13,940,658	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	3,500	D	\$ 51.752	13,937,158	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	15,127	D	\$ 51.7728	13,922,031	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	3,773	D	\$ 51.7924	13,918,258	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	4,872	D	\$ 51.8116	13,913,386	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	8,428	D	\$ 51.8295	13,904,958	I	By Trust <u>(1)</u>
Common Stock	03/28/2006	S	5,100	D	\$ 51.9033	13,899,858	I	By Trust <u>(1)</u>
Common Stock	03/29/2006	M	5,800	A	\$ 9	13,905,658	I	By Trust <u>(1)</u>
Common Stock	03/29/2006	S	5,000	D	\$ 51.5	13,900,658	I	By Trust <u>(1)</u>
	03/29/2006	S	400	D	\$ 51.51	13,900,258	I	

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Common Stock								By Trust <u>(1)</u>	
Common Stock	03/29/2006		S	400	D	\$ 51.53	13,899,858	I	By Trust <u>(2)</u>

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

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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 Am Nur Sha
Employee Non-Qualified Stock Option (right to buy)	\$ 9	03/28/2006		M	194,200	<u>(3)</u> 08/01/2007	Common Stock 19
Employee Non-Qualified Stock Option (right to buy)	\$ 9	03/29/2006		M	5,800	<u>(3)</u> 08/01/2007	Common Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK SCOTT D C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043	X		Chairman, Executive Committee	

Signatures

/s/ Tyler R. Cozzens under a Confirming Statement 03/29/2006

__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).

Shares held in Trust by the Scott D. Cook and Helen Signe Ostby Family Trust UTA 12/30/93, The Scott D. Cook and Helen Signe Ostby
(1) 1994 Charitable Trust UTA DTD 12/30/94, the Scott D. Cook and Helen Signe Ostby 1993 Grantor Retained Annuity Trust. The reporting person is a trustee of each of these trusts. Also includes 1,236 shares in trusts for the benefit of the reporting person's children.

Includes the following shares held in trust: 13,732,180 shares held in trust by the Scott D. Cook and Helen Signe Ostby Family Trust
(2) UTA 12/30/93; 21,934 shares held in trust by The Scott D. Cook and Helen Signe Ostby 1994 Charitable Trust UTA DTD 12/30/94; and 144,508 shares held by the Scott D. Cook and Helen Signe Ostby 1993 Grantor Retained Annuity Trust. The reporting person is a trustee of each of these trusts. Also includes 1,236 shares in trusts for the benefit of the reporting person's children.

(3) 25% of the option shares vested on 8/1/98; thereafter 2.0833% of the option shares vested monthly for the following 36 months such that the option shares were fully vested on 8/1/2001.

(4) Reporting person was awarded the option shares in connection with his employment.

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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