

INTUIT INC  
Form 4  
July 25, 2016

**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 \*  
**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)

**07/21/2016**

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, 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and 4) |
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|------------------------------------------------|
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|------------------------------------------------|

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|                                                                        | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Date<br>Exercisable | Expiration<br>Date | Title           |
|------------------------------------------------------------------------|------------------------------------|------------------|--------------------|---------------------------------------------------------------|---------------------|--------------------|-----------------|
|                                                                        |                                    |                  |                    |                                                               |                     |                    |                 |
| Non-Qualified<br>Stock Option (right<br>to buy)                        | \$ 113.19                          | 07/21/2016       | A                  | 213,000                                                       | <u>(1)</u>          | 07/20/2023         | Common<br>Stock |
| Restricted Stock<br>Units <u>(2)</u>                                   | <u>(3)</u>                         | 07/21/2016       | A                  | 36,000                                                        | <u>(4)</u>          | <u>(5)</u>         | Common<br>Stock |
| Restricted Stock<br>Units<br>(performance-based<br>vesting) <u>(2)</u> | <u>(3)</u>                         | 07/21/2016       | A                  | 74,000<br><u>(6)</u>                                          | <u>(6)</u>          | <u>(5)</u>         | Common<br>Stock |

## Reporting Owners

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

## Signatures

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

07/25/2016

\_\_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) One-third of the options vest on the one-year anniversary of the grant date, and thereafter 2.778% of the options vest on each monthly anniversary of the first vesting date until 100% vested.
- (2) Dividend rights accrue on the underlying shares for this award and settle in cash upon vesting and issuance of those shares.
- (3) 1-for-1.
- (4) One-third of the RSUs vest on each of 7/21/2017, 7/21/2018, and 7/21/2019 provided a pre-determined one year operating goal threshold is achieved. This award is subject to deferred release. The vested RSUs have a release date one year from the date of vesting.
- (5) RSUs have no expiration date; they either vest or are canceled prior to the vest date.
- The target number of units subject to the award is presented in the table; the number that vests may be 0%- 200% of this number ("awarded units"), depending upon performance. Following the achievement by the issuer of certain total shareholder return objectives,
- (6) the awarded units will vest on 9/1/2019. Vested restricted stock units will be paid in an equal number of shares of Intuit Inc. common stock. This award is subject to deferred release. The vested RSUs have a release date one year from the date of vesting.

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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