

INTUIT INC
Form 4
July 28, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Karpas Peter J

(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)

07/26/2006

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)

SVP, Chf Mktg & Prod Mgmt Off.

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)
Common Stock			Code	V Amount (D) Price	2,502 ⁽¹⁾	D	

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
required to respond unless the form
displays a currently valid OMB control
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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)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Employee Non-Qualified Stock Option (right to buy)	\$ 31.29	07/26/2006		A		45,000		<u>(2)</u>	07/25/2013	Common Stock	43
Executive Stock Ownership Program Matching Unit <u>(4)</u>	<u>(5)</u>							06/15/2010	<u>(6)</u>	Common Stock	
Employee Non-Qualified Stock Option (right to buy)	\$ 18.0625							04/03/2004	05/01/2010	Common Stock	30
Employee Non-Qualified Stock Option (right to buy)	\$ 27.0313							09/26/2005	10/02/2010	Common Stock	14
Employee Non-Qualified Stock Option (right to buy)	\$ 14.69							04/24/2005	04/24/2011	Common Stock	20
Employee Non-Qualified Stock Option (right to buy)	\$ 21.43							<u>(7)</u>	08/01/2010	Common Stock	14
Employee Non-Qualified Stock Option (right to buy)	\$ 18.72							<u>(8)</u>	07/30/2011	Common Stock	10
Employee Non-Qualified Stock Option (right to buy)	\$ 24							<u>(9)</u>	07/28/2012	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karpas Peter J C/O INTUIT INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043			SVP, Chf Mktg & Prod Mgmt Off.	

Signatures

/s/ CHRISTINA HALL, UNDER A CONFIRMING
STATEMENT

07/28/2006

__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).
- (1) Includes 161 shares acquired through the Intuit Inc. 1996 Employee Stock Purchase Plan on 6/15/2006 and 1,251 shares issued in connection with a 2-for-1 stock split on 7/6/2006.
 - (2) 33 1/3% of the options vest on the first anniversary of the grant date; the remaining options vest 2.778% for each of the following 24 months such that the option is fully vested on the third anniversary of the grant date.
 - (3) Reporting person was awarded the options in connection with his employment.
 - (4) Restricted Stock Unit
 - (5) 1-for-1
 - (6) Subject to the requirements of Internal Revenue Code 409A, reporting person may elect to defer issuance of stock under Restricted Stock Unit to a date not later than the first day of the fiscal year following termination of employment with the issuer.
 - (7) Currently, 12,611 shares are vested and the remainder 1,389 shares vest on 8/1/2006.
 - (8) Currently, 61,664 shares are vested and an additional 3,332 shares vest monthly such that the options fully vest on 7/30/2007.
 - (9) 33 1/3% of the options vest on 7/29/2006; the remaining options vest 2.778% for each of the following 24 months such that the option is fully vested on 7/29/2008.

Remarks:

Remarks: The numbers of non-derivative and derivative securities beneficially owned by the reporting person have been adjusted.

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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