

INTUIT INC
Form 4
December 03, 2010

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 *
BATCHELDER DAVID H

(Last) (First) (Middle)
12400 HIGH BLUFF DRIVE #600
(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTUIT INC [INTU]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2010

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/01/2010 | | M | | 5,872 | A | \$ 0 |
| Common Stock | | | | | 11,938,868 | I | |
| | | | | | (1) | | |

Through Limited Partnerships and accounts managed by the reporting person (2)

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | (3) | 12/01/2010 | | M | 2,068 | 12/01/2010(4) (5) | Common Stock | 2,068 |
| Restricted Stock Unit | (3) | 12/01/2010 | | M | 1,902 | 12/01/2010(4) (5) | Common Stock | 1,902 |
| Restricted Stock Unit | (3) | 12/01/2010 | | M | 1,902 | 12/01/2010(4) (5) | Common Stock | 1,902 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BATCHELDER DAVID H 12400 HIGH BLUFF DRIVE #600 SAN DIEGO, CA 92130 | | X | | |

Signatures

/s/ Christina Hall, under a Confirming Statement
12/03/2010
Date

**Signature of Reporting Person

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).
- Effective June 14, 2010, September 1, 2010, and December 1, 2010, Mr. Batchelder does not have dispository or voting authority, or otherwise have a beneficial interest in, 21,187, 373,544, and 242,784 shares, respectively, of the Issuer's common stock as a result of distributions of shares that were held by certain of the affiliated entities of Relational Investors, LLC ("RILLC") listed below.
- (1)
 - (2) Mr. Batchelder is a Principal of RILLC. RILLC is the record owner of 200 shares and sole general partner, or sole managing member of the general partner, of Relational Investors L.P., Relational Fund Partners, L.P., Relational Coast Partners, L.P., RH Fund 1, L.P., RH Fund 6, L.P., Relational Investors VIII, L.P., Relational Investors IX, L.P., Relational Investors, X, L.P., Relational Investors, XV, L.P.,

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Relational Investors XVI, L.P., Relational Investors XX, L.P., Relational Investors XXII, L.P., Relational Investors XXIII, L.P. and Relational Investors Alpha Fund I, L.P. These Limited Partnerships own a total of 9,579,972 shares. An additional 2,358,696 shares are held in accounts managed by RILLC. Mr. Batchelder disclaims beneficiary ownership of these securities to the extent of his pecuniary interest therein.

- (3) 1-for-1
- (4) Represents vesting date for Restricted Stock Units.
- (5) Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.

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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