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INTUIT INC

Reported by

BATCHELDER DAVID H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/12 for the Period Ending 12/30/11

Address	2700 COAST AVENUE MOUNTAIN VIEW, CA 94043
Telephone	650-944-6000
CIK	0000896878
Symbol	INTU
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	07/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BATCHELDER DAVID H (Last) (First) (Middle)	**INTUIT INC [INTU]**	__ **X** __ Director _____ 10% Owner
C/O RELATIONAL INVESTORS, 12400 HIGH BLUFF DRIVE, SUITE 600 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **12/30/2011**	_____ Officer (give title below) _____ Other (specify below)
SAN DIEGO, CA 92130 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**12/30/2011**		**S**		**194037**	**D**	**$52.83** (1)	**2045365**	**I**	**Through Limited Partnerships and accounts managed by the reporting person.**
Common Stock	**1/3/2012**		**S**		**146751**	**D**	**$53** (2)	**1898614**	**I**	**Through Limited Partnerships and accounts managed by the reporting person.**
Common Stock	**1/3/2012**		**S**		**30800**	**D**	**$53.69** (3)	**1867814**	**I**	**Through Limited Partnerships and accounts managed by the reporting person.** (4)
Common Stock	**1/1/2012**		**M**		**4291**	**A**	**$ 0**	**12230**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(5)	**1/1/2012**		**M**			**1855**	**1/1/2012** (6)	(7)	**Common Stock**	**1855**	**$ 0**	**1854**	**D**	
Restricted Stock Unit	(5)	**1/1/2012**		**M**			**1218**	**1/1/2012** (6)	(7)	**Common Stock**	**1218**	**$ 0**	**1218**	**D**	
Restricted Stock Unit	(5)	**1/1/2012**		**M**			**1218**	**1/1/2012** (6)	(7)	**Common Stock**	**1218**	**$ 0**	**0**	**D**	

Explanation of Responses:

(1) This transaction was executed in multiple trades at prices ranging from $52.75 to $52.94. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades at prices ranging from $52.50 to $53.49. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from $53.50 to $53.79. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) Mr. Batchelder is a Principal of Relational Investors, LLC ("RILLC"). RILLC is the record owner of 200 shares and sole general partner, or sole managing member of the general partner of Relational Investors LP, Relational Fund Partners, LP, Relational Coast Partners, LP, RH Fund I, LP, RH Fund 6, LP, Relational Investors VIII, LP, Relational Investors IX, LP, Relational Investors, X, LP, Relational Investors, XV, LP, Relational Investors XVI, LP, Relational Investors XX, LP, Relational Investors XXII, LP, Relational Investors XXIII, LP, and Relational Investors Alpha Fund I, LP. These Limited Partnerships own a total of 1,471,421 shares. An additional 396,193 shares are held in accounts managed by RILLC. Mr. Batchelder disclaims beneficiary ownership of these securities to the extent of his pecuniary interest therein.

(5) 1-for-1

(6) Represents vesting date for Restricted Stock Units.

(7) Restricted Stock Units have no expiration date; they either vest or are canceled prior to vest date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATCHELDER DAVID H **C/O RELATIONAL INVESTORS** **12400 HIGH BLUFF DRIVE, SUITE 600** **SAN DIEGO, CA 92130**	**X**			

Signatures

/s/ Kerry McLean, under power-of-attorney **1/3/2012**

** Signature of Reporting Person — Date

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

***** 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).

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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