SMITH BRAD D Form 4/A July 25, 2017

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH BRAD D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

INTUIT INC [INTU]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

_X__ Director 10% Owner X_ Officer (give title Other (specify

C/O INTUIT INC., 2700 COAST **AVENUE**

4. If Amendment, Date Original

Chairman, CEO & President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

07/24/2017

07/20/2017

Form filed by More than One Reporting

Person

below)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Seco (Instr. 3 and 4)

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Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title A Exercisable Date Of N of Restricted Stock Units 53,000 Common (4) (5) <u>(2)</u> 07/20/2017 A (3) (performance-based Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chairman, CEO & President

SMITH BRAD D
C/O INTUIT INC.
2700 COAST AVENUE
MOUNTAIN VIEW, CA 94043

Signatures

vesting) $\frac{(1)}{(1)}$

/s/ Kerry McLean, by power-of-attorney 07/25/2017

**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) Dividend rights accrue on the underlying shares for this award and settle in cash upon vesting and issuance of those shares.
- (2) 1-for-1
- (3) This amendment to the Form 4 filed on 7/24/2017 corrects one line which reported an incorrect number of awarded Restricted Stock Units (performance-based vesting).
- The target number of units subject to the award is presented in the table; the number that vest may be 0%-200% of this number ("awarded units"), depending upon performance. Following the achievement by the issuer of certain total shareholder return objectives, the awarded units will vest on 9/1/2020. 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.
- (5) RSUs have no expiration date; they either vest or are canceled prior to the 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2