NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

November 29, 2001

Dear Stockholders:

We are notifying you that the Annual Meeting of Stockholders of Intuit Inc. will be held at our offices at 2550 Garcia Avenue, Mountain View, California 94043, at 8:30 a.m. P.S.T. on Friday, January 18, 2002. Only stockholders of record at the close of business on November 19, 2001 are entitled to vote at the. At the Meeting we will ask stockholders to act on the following matters:

1. Elect eight directors to serve until the next Annual Meeting of Stockholders. We intend to nominate the following incumbent directors for reelection:

   Stephen M. Bennett
   Christopher W. Brody
   William V. Campbell
   Scott D. Cook
   L. John Doerr
   Donna L. Dubinsky
   Michael R. Hallman
   Stratton D. Sclavos

2. Approve the adoption of the Intuit Inc. 2002 Equity Incentive Plan.

3. Approve the amendment of the Intuit Inc. 1996 Employee Stock Purchase Plan to increase the number of shares of Common Stock available under the plan by 600,000 shares (from 3,200,000 shares to 3,800,000 shares).

4. Approve the amendment of the Intuit Inc. 1996 Directors Stock Option Plan to increase the number of shares of Common Stock available under the plan by 90,000 shares (from 810,000 shares to 900,000 shares) and to add annual option grants for members of the Audit and Compensation Committees of our Board of Directors.

5. Ratify the appointment of Ernst & Young LLP as our independent auditors for fiscal 2002.

6. Transact any other business that is properly presented at the Meeting.

Each of these matters is described in more detail in the enclosed Proxy Statement that constitutes part of this Notice. We have also enclosed a copy of our Annual Report for our fiscal year ended July 31, 2001. Please use this opportunity to take part in Intuit's affairs by voting your shares.

Sincerely,
[SIG]

Catherine L. Valentine
Vice President and Corporate Secretary

YOUR VOTE IS IMPORTANT.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENVELOPE PROVIDED.

P.O. Box 7850
Mountain View, CA 94039-7850

PROXY STATEMENT

November 29, 2001

INFORMATION ABOUT THE MEETING, VOTING AND PROXIES

Date, Time and Place of Meeting

Intuit's Board of Directors is asking for your proxy for use at the Annual Meeting of Intuit Stockholders and at any adjournment or postponement of the Meeting. The Meeting will be held on Friday, January 18, 2002 at 8:30 a.m. P.S.T at our offices at 2550 Garcia Avenue, Mountain View, California 94043. We are initially mailing this Proxy Statement and proxy to Intuit stockholders around November 29, 2001.

Record Date, Outstanding Shares and Quorum

Only holders of record of Intuit Common Stock at the close of business on November 19, 2001 (called the "Record Date") will be entitled to vote at the Meeting. On the Record Date, we had approximately 212,565,973 shares of Common Stock outstanding and entitled to vote, with approximately 930 stockholders of record and approximately 80,000 beneficial owners. If a majority of the shares outstanding on the Record Date are present at the Meeting, either in person or by proxy, we will have a quorum at the Meeting. A quorum is necessary for the Meeting to proceed. Any shares represented by proxies that are marked to abstain from voting on a proposal will be counted as present in determining whether we have a quorum. If a broker, bank, custodian, nominee or other record holder of Intuit Common Stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular matter, the shares held by that record holder (referred to as "broker non-votes") will also be counted as present in determining whether we have a quorum.

Voting Rights and Voting of Proxies

Holders of our Common Stock are entitled to one vote for each share they held on the Record Date. Cumulative voting for directors is not permitted. Directors will be elected by a plurality of the votes cast by the shares of Common Stock present at the Meeting (either in person or by proxy). This means that the eight nominees with the most votes will be elected. Proposals 2, 3, 4 and 5 must be approved by a majority of the shares of Common Stock voting for or against the Proposal. Abstentions and broker non-votes will have no effect. The Inspector of Elections appointed for the Meeting will tabulate all votes. The Inspector will separately tabulate yes and no votes, abstentions and broker non-votes for each proposal.

Intuit's executive officers and directors have an interest in approval of Proposal 2 because they, along with all other individuals eligible to participate in the 2002 Equity Incentive Plan, will be eligible to receive option grants and other awards under that plan. Intuit's executive officers have an interest in approval of Proposal 3 because they, along with all other individuals eligible to participate in the Employee Stock Purchase Plan, will be able to purchase the additional shares of Intuit stock under the favorable terms provided by that plan. Intuit's non-employee directors (and any associates to whom they may assign the economic benefit of their options) have an interest in approval of Proposal 4 because the non-employee directors will be eligible for grants of options from the additional shares under the Directors Stock Option Plan and those non-employee directors who are members of the Audit or Compensation Committee will be eligible for an additional annual option grant provided by that plan.

If by the date of the Meeting we do not receive sufficient votes to constitute a quorum or approve one or more of the Proposals, the Chair of the Meeting, or the persons named as proxies, may propose one or more adjournments of the Meeting to permit further solicitation of proxies. The persons named as proxies would generally exercise their authority to vote in favor of adjournment.

Solicitation and Voting of Proxies

Intuit's Board of Directors is soliciting the proxy included with this Proxy Statement for use at the Meeting. You can submit your proxy by mailing it in the envelope provided. You may be able to provide voting instructions for your shares by telephone or via the Internet. If these options are available to you, instructions for telephone and electronic voting will be included with your proxy card. If your proxy is properly completed and submitted, and you do not revoke it before the Meeting, your shares will be voted at the Meeting according to the instructions indicated on your proxy. If you sign and return your proxy card but do not give any voting instructions, your shares will be voted in favor of the election of each of the director nominees listed in Proposal 1, and in favor of Proposals 2, 3, 4 and 5. As far as we know, no other matters will be presented at the Meeting. However, if any other matters of business are properly presented, the proxy holders named on the proxy card are authorized to vote the shares represented by proxies according to their judgment.

Intuit will pay all expenses of soliciting proxies to be voted at the Meeting. After the proxies are initially distributed, Intuit and/or its agents may also solicit proxies by mail, telephone or in person. We have hired a proxy solicitation firm, D.F. King & Co., Inc., to assist us in soliciting proxies. We will pay D.F. King a fee of $10,000 plus their expenses (which we estimate will be approximately $7,000). After the proxies are initially distributed, we will ask brokers, custodians, nominees and other record holders to forward copies of the Proxy Statement, proxy card and other materials to people for whom they hold shares of Common Stock, and to request that the beneficial holders give them authority to sign the proxies. We will reimburse record holders for reasonable expenses they incur in forwarding proxy materials to beneficial holders.

Revocation of Proxies

If you submit the enclosed proxy, you may revoke it at any time before voting takes place at the Meeting. There are three ways you can revoke your proxy: (1) deliver to the Secretary of Intuit a written notice, dated later than the proxy you want to revoke, stating that the proxy is revoked; (2) deliver to the Secretary of Intuit a signed proxy with a later date than the proxy you want to revoke; or (3) attend the Meeting and vote in person. Communications to Intuit's Secretary should be addressed to Catherine L. Valentine, Vice President and Corporate Secretary, at Intuit Inc., P.O. Box 7850, Mail Stop 2700, Mountain View, California, 94039-7850. Please note that if a broker, bank or other nominee is the record holder of your shares and you wish to vote at the Meeting, you must bring to the Meeting a letter from the record holder confirming your beneficial ownership of the shares.

PROPOSAL 1 — ELECTION OF DIRECTORS

Our Board of Directors currently has eight members who generally serve one-year terms. We are not aware that any nominee is unable or unwilling to serve. However, if any nominee is unable or for good cause unwilling to serve, the proxy holders may decide to vote the shares for any substitute nominee.

Directors/Nominees

The following table shows Intuit's current directors who are nominees for election. Each nominee, if elected, will serve until the next Annual Meeting of Stockholders and until a qualified successor is elected, unless the nominee resigns or is removed from the Board before then.

Name of Director	Age	Principal Occupation	Director Since
Stephen M. Bennett	47	President and Chief Executive Officer, Intuit	2000
Christopher W. Brody (1)(2)(4). .	57	Chairman, Vantage Partners LLC	1993
William V. Campbell (1)(3)	61	Chairman of the Board, Intuit	1994
Scott D. Cook (3)	49	Chairman of the Executive Committee, Intuit	1984
L. John Doerr	50	General Partner, Kleiner Perkins Caufield & Byers	1990
Donna L. Dubinsky (2)	46	President and Chief Executive Officer, Handspring, Inc.	1999
Michael R. Hallman (1)(2)(4). . .	56	President, The Hallman Group	1993
Stratton D. Sclavos	40	President and Chief Executive Officer, VeriSign, Inc.	2001

(1) Member of the Nominating Committee
(2) Member of the Audit Committee
(3) Member of the Executive Committee
(4) Member of the Compensation Committee

The Board of Directors recommends a vote FOR the election of each of the nominated directors.

Mr. Bennett has been President and Chief Executive Officer and a member of the Board of Directors since January 2000. He also served as acting Senior Vice President of the Small Business Division at Intuit from May 2001 to July 2001. Prior to joining Intuit, Mr. Bennett was an Executive Vice President and a member of the board of directors of GE Capital, the financial services subsidiary of General Electric Corporation, from December 1999 to January 2000. From July 1999 to November 1999, he was President and Chief Executive Officer of GE Capital e-Business. He was President and Chief Executive Officer of GE Capital Vendor Financial Services from April 1996 through June 1999. Mr. Bennett also serves as a director of InsWeb Corporation (an online insurance marketplace). He holds a Bachelor of Arts degree in Finance and Real Estate from the University of Wisconsin.

Mr. Brody has been a director of Intuit since December 1993. Mr. Brody has been Chairman of Vantage Partners LLC, a private investment firm, since January 1999. From 1971 through 1998, Mr. Brody was a partner of Warburg, Pincus & Co., a venture capital and private equity investment firm. Mr. Brody also serves as a director of Moore Medical Corp. (a medical supplies and products company) and several privately held companies. Mr. Brody holds a Bachelor of Arts degree in English Literature from Harvard College and a Masters in Business Administration from Harvard Business School.

Mr. Campbell has been a director of Intuit since May 1994. He has served as Chairman of the Board since August 1998 and was Acting Chief Executive Officer from September 1999 until January 2000. He also served as Intuit's President and Chief Executive Officer from April 1994 through July 1998. Mr. Campbell also serves on the board of directors of SanDisk Corporation (a computer storage devices company), Apple Computer, Inc. (a computer company) and Loudcloud, Inc. (a provider of Internet infrastructure services). Mr. Campbell holds both a Bachelor of Arts and a Masters degree in Economics from Columbia University.

Mr. Cook, a founder of Intuit, has been a director of Intuit since March 1984 and is currently Chairman of the Executive Committee of the Board. He served as Intuit's Chairman of the Board from March 1993 through July 1998. From March 1984 to April 1994, he also served as President and Chief Executive Officer of Intuit. Mr. Cook also serves on the board of directors of Amazon.com, Inc. (an online merchant), eBay Inc. (an electronic commerce company) and The Procter & Gamble Company (a consumer products company) and is on the board of visitors of the Harvard Business School Foundation. Mr. Cook holds a Bachelor of Arts degree in Economics and Mathematics from the University of Southern California and a Masters in Business Administration from Harvard Business School.

Mr. Doerr has been a director of Intuit since August 1990. He has been a general partner of Kleiner Perkins Caufield & Byers, a venture capital firm, since August 1980. He is also a director of Amazon.com, Inc. (an online merchant), drugstore.com, inc. (an online personal healthcare retailer), Handspring, Inc. (a maker of handheld personal computers), WebMD Corporation (an online healthcare network), Homestore.com, Inc. (a web-based home-related information company), Martha Stewart Living Omnimedia, Inc. (a consumer products company), Sun Microsystems, Inc. (a computer and software company) and several privately held companies. Mr. Doerr holds Bachelor of Science and Master of Science degrees in Electrical Engineering and Computer Science from Rice University and a Masters in Business Administration from Harvard Business School.

Ms. Dubinsky has been a director of Intuit since February 1999. Ms. Dubinsky is President and Chief Executive Officer of Handspring, Inc. (a maker of handheld personal computers), which she co-founded in July 1998. From June 1992 to 1995, Ms. Dubinsky was President of Palm Computing, Inc. Ms. Dubinsky holds a Bachelor of Arts degree in History from Yale University and a Masters in Business Administration from Harvard Business School.

Mr. Hallman has been a director of Intuit since December 1993. Mr. Hallman has been President of The Hallman Group, a management-consulting firm, since October 1992. Mr. Hallman was President and Chief Operating Officer of Microsoft Corporation from March 1990 through April 1992. Mr. Hallman is also a director of InFocus Corporation (a maker of computer-operated projection products), Network Appliance, Inc. (a maker of network data storage products), Watchguard Technologies, Inc. (an internet security solutions company), Digital Insight Corporation (an application service provider for financial institutions) and a privately held company. Mr. Hallman holds both a Bachelor of Science and a Masters in Business Administration degree from the University of Michigan.

Mr. Sclavos has been a director of Intuit since August 2001. He has been President and Chief Executive Officer and a director of VeriSign, Inc. (a digital trust services provider) since July 1995. Mr. Sclavos is also a director of Juniper Networks, Inc. (an internet infrastructure systems provider), Keynote Systems, Inc. (an Internet performance services provider), Marimba, Inc. (an e-business systems management solutions provider) and a privately held company. Mr. Sclavos holds a Bachelor of Science degree in Electrical and Computer Engineering from the University of California, Davis.

Board of Directors Meetings and Committees

During fiscal 2001 Intuit's Board of Directors met five times. Each director attended at least 75% of the aggregate of these Board meetings and of the meetings of the committees on which he or she served.

The Board has four committees — an Audit Committee, a Compensation Committee, a Nominating Committee and an Executive Committee.

The Audit Committee assists the Board in fulfilling its oversight responsibilities relating to Intuit's financial accounting, reporting, and controls. Mr. Brody, Ms. Dubinsky and Mr. Hallman are the current members of the Audit Committee and served on the Committee throughout fiscal 2001. The Audit Committee met eight times during fiscal 2001. For more information, see the "Audit Committee Report" at page 21.

The Compensation Committee determines general compensation policies for Intuit, as well as specific compensation for all of Intuit's executive officers, and administers our stock compensation plans. Mr. Brody and Mr. Hallman are the current voting members of the Compensation Committee. Mr. Hallman served on the Compensation Committee throughout fiscal 2001. Mr. Brody joined on December 8, 2000, when Burton J. McMurtry resigned from the Compensation Committee concurrent with his retirement from Intuit's Board. Since August 1998, Mr. Campbell has been a non-voting advisory member of the Compensation Committee. The Compensation Committee met five times during fiscal 2001. For more information, see the "Compensation Committee Report" at page 19.

The Nominating Committee identifies and evaluates potential new Board members and provides information for the full Board to consider. The Nominating Committee is not presently considering nominee recommendations from stockholders. Mr. Brody, Mr. Campbell and Mr. Hallman are the current members of the Nominating Committee. Mr. Bennett served on the Committee throughout fiscal 2001 but stepped down in November 2001 when Mr. Hallman, one of our outside directors, was appointed to the Committee. The Nominating Committee met three times during fiscal 2001. In addition, on several occasions the members addressed Committee matters informally, and the Board as a whole addressed Nominating Committee matters at certain meetings.

The Executive Committee serves as an administrative committee of the Board to facilitate the approval of certain corporate actions that do not require consideration by the full Board. Mr. Campbell and Mr. Cook are currently the members of the Executive Committee. The Executive Committee did not meet during fiscal 2001.

Compensation of Directors

We do not pay directors for their services on the Board or any committee (other than reimbursement for expenses). However, non-employee directors participate in the 1996 Directors Stock Option Plan. During fiscal 2001, Mr. Brody, Mr. Doerr, Mr. Hallman and Mr. McMurtry (who served as a director until December 8, 2000) each received option grants under this plan for 22,500 shares at an exercise price of $47.6875 per share. Ms. Dubinsky received an option grant for 22,500 shares at an exercise price of $39.875 per share under this plan during fiscal 2001. Mr. Sclavos, who joined the Board in August 2001, received an option grant for 45,000 shares at $34.27 per share under this plan during fiscal 2002. See page 11 for plan details and information about the proposed amendments to this plan.

Compensation Committee Interlocks and Insider Participation

All individuals who served as voting members of the Compensation Committee during fiscal 2001 (consisting of Mr. Brody, Mr. Hallman and Mr. McMurtry) were directors of Intuit, but were not current or former officers or employees of Intuit or of any Intuit subsidiary. Since August 1998, William Campbell, Chairman of the Board and the former President and Chief Executive Officer of Intuit, has been a non-voting advisory member of the Committee. Since no voting Compensation Committee member serves on the Board of Directors or Compensation Committee of any other company where an executive officer of that company is on Intuit's Board or Compensation Committee, none has any "interlocking" relationships as defined by the SEC.

PROPOSAL 2 — ADOPTION OF THE 2002 EQUITY INCENTIVE PLAN

We are asking stockholders to approve the 2002 Equity Incentive Plan (the "New Plan") to replace the 1993 Equity Incentive Plan (the "Current Plan"). The Current Plan will terminate immediately after stockholders approve the New Plan.

Stock-based compensation, also called equity incentives, is a critical component of our compensation program. Our ability to attract and retain qualified, high-performing employees is vital to our success as a company. Our equity compensation program is designed to attract and retain these employees, many of whom view equity incentives as a key component of their compensation. Stock-based compensation encourages and rewards employee performance. We need the New Plan to provide competitive stock-based compensation.

The New Plan reserves 8,000,000 shares of Common Stock for issuance upon exercise of stock options or upon the award of restricted stock or stock bonuses. In addition, the reserve will include (i) a number of shares equal to the total shares available for grant under the Current Plan on the date stockholders approve the New Plan, and (ii) shares subject to awards granted under the Current Plan that expire on or after the date the Current Plan terminates. The Current Plan and the shares available for issuance under it are described below under the heading "1993 Equity Incentive Plan".

Intuit typically has not granted awards with a purchase price or exercise price below the fair market value on the date of grant (known as "below-market awards") under its equity compensation plans. The Current Plan has no limit on below-market stock option awards. Certain stockholders have told us that they would like us to place limits on below-market awards. Accordingly, the New Plan limits the number of below-market stock option, restricted stock and stock bonus awards that we may grant in a year to no more than an aggregate of 500,000 shares. The Current Plan does not require stockholder approval to reprice options. Certain stockholders have told us that they want us to require stockholder approval before repricing options. To that end, the New Plan also prohibits Intuit from repricing options without first obtaining stockholder approval.

The New Plan is described below. We have also attached a copy of the New Plan as Appendix 1 to this Proxy Statement.

The Board of Directors recommends a vote FOR approval of the 2002 Equity Incentive Plan

New Plan – Overview

The New Plan allows us to grant options and other stock-based compensation to individuals who provide services to Intuit and its subsidiaries. The Board adopted the New Plan on October 24, 2001, and it will become effective upon stockholder approval.

Eligibility

Employees, officers, directors, independent contractors, consultants and advisors of Intuit and its majority-owned subsidiaries are eligible to receive awards under the New Plan. We call individuals who are granted awards "participants". The Compensation Committee determines which eligible individuals receive awards and the terms and conditions of the awards. The Compensation Committee has delegated to the Chief Executive Officer the authority to grant stock options to non-officer employees or consultants, in accordance with Intuit's option award guidelines and subject to certain aggregate limits on the shares granted. If stockholders approve Proposal 2, approximately 6,000 individuals will be eligible to receive awards under the New Plan. This is the same number of individuals eligible to receive awards under the Current Plan.

Types of Awards

We may grant three types of awards under the New Plan – stock options (both incentive and nonqualified), restricted stock awards and stock bonuses. The New Plan restricts the aggregate number of below-market awards to no more than 500,000 shares per year. The Current Plan, which terminates immediately following stockholder approval of the New Plan, does not contain any restrictions on the number of below-market stock option awards that Intuit may grant.

Stock Options. We may grant both incentive and nonqualified stock options under the New Plan. We may grant nonqualified stock options (called "NQSOs") to any individual eligible to participate in the New Plan. We may grant incentive stock options (called "ISOs") only to employees of Intuit or its majority-owned subsidiaries. Intuit almost exclusively grants NQSOs with exercise prices that are no less than the fair market value of Intuit's Common Stock at the time of grant. The participant pays Intuit the exercise price when she or he exercises the option. The New Plan permits several payment methods in addition to cash. It also allows a participant to sell some or all of the stock purchased and pay the exercise price with the proceeds of the sale (know as a "same-day sale" transaction). If a NQSO option grant allows, a participant may transfer the option to the extent permitted by Intuit's policies governing the transfer of stock options.

The options Intuit has granted become exercisable as they vest. Generally, options vest over four years, with 25% of the shares vesting on the first anniversary of the date of hire or date of grant, and the remainder vesting in 36 equal monthly installments. If an employee who has been actively employed at Intuit for one year or more dies or becomes totally disabled, his or her option will become fully vested.

Restricted Stock Awards. Restricted stock awards allow participants to purchase shares of stock from Intuit. Intuit may impose vesting restrictions on the shares purchased that lapse over time or as certain performance goals are met.

Stock Bonus Awards. Stock bonus awards allow participants to receive shares either as compensation for past services to Intuit or if certain performance goals are met. Intuit can pay stock bonus awards in shares or cash.

Deductibility of Awards Under Section 162(m)

The New Plan contains two provisions that enable it to meet the performance-based exception to the $1,000,000 deductibility limits on compensation under Section 162(m) of the Internal Revenue Code. First, no more than 3,000,0000 shares may be made subject to awards granted to an individual in the year of his or her hire. Second, no more than 2,000,000 shares may be made subject to awards granted to any individual in any other year. In addition, the Compensation Committee members who may make awards to officer employees are all "outside directors" within the meaning of Section 162(m).

Effect of Merger or Other Corporate Transaction

If Intuit were acquired and the acquiring corporation did not assume or replace the awards granted under the New Plan, all outstanding awards would become fully vested and would terminate at the time the acquisition closed. If the acquiring corporation assumed the awards and then terminated the employment of an individual holding an option granted under the New Plan within one year following the acquisition, the employee would accelerate in one year of vesting. If Intuit were to liquidate or dissolve, all outstanding options would become fully vested and would then terminate at the time of the dissolution or liquidation.

Amending the New Plan

The Board may terminate or amend the New Plan. In certain circumstances the Compensation Committee may amend the New Plan. However, neither the Board nor the Compensation Committee may amend the New Plan in a manner requiring stockholder approval under the Internal Revenue Code or the Securities Exchange Act without first obtaining stockholder approval. Outstanding awards cannot be amended without the participant's consent.

U.S. Federal Income Tax Information

The following is a general summary of some of the current federal income tax consequences of the New Plan to participants and to Intuit. Tax laws often change, and actual tax consequences depend on a participant's individual circumstances, as well as state and local tax laws. We will encourage all participants to seek tax advice regarding their participation in the New Plan.

Tax Treatment of Participants

- *NQSOs.* Generally, a participant will not have taxable income when we grant him or her an NQSO. When a participant exercises a vested NQSO, the difference between the exercise price and the fair market value of our stock on the date of exercise (called the "spread") is taxable as ordinary income. Intuit withholds tax on this income when a participant who is a current or former employee exercises an NQSO. When the participant sells the shares, any additional gain or loss will be a capital gain or loss.

- *ISOs.* As with NQSOs, an employee will generally not have taxable income when she or he receives an ISO. An employee will not have taxable income upon exercise of a vested ISO; however, the spread on exercise is alternative minimum taxable income to the participant in the year of exercise, unless she or he disposes of the shares in the same tax year. If the participant holds the shares for the ISO holding period, which is two years from the date of grant and one year from the date of exercise, the difference between the amount the participant paid for the shares on exercise and the sale price is capital gain or loss. If the participant disposes of the shares before the ISO holding period, the spread on exercise becomes taxable as ordinary income and the difference between the fair market value on the date of exercise and the price at which the participant sells the stock is capital gain or loss.
- *Restricted Stock and Stock Bonuses.* A participant will generally be taxed on restricted stock and stock bonus awards when they receive stock or cash, unless there are restrictions on the shares that enable the participant to defer the tax.

Tax Treatment of Intuit. When a participant recognizes ordinary income on exercise of an NQSO or on receipt of restricted stock or a stock bonus, Intuit will generally be entitled to a deduction in the amount of the ordinary income recognized by the participant. Intuit will also be entitled to a deduction if the participant recognizes ordinary income by selling shares acquired on exercise of an ISO before the ISO holding period is met.

1993 EQUITY INCENTIVE PLAN

On February 1, 1993, our Board of Directors adopted the 1993 Equity Incentive Plan (the "Current Plan"). The Current Plan expires by its terms no later than February 1, 2003. However, it will terminate immediately following stockholder approval of the New Plan. See Proposal 2 above. Under the Current Plan, we may grant incentive stock options, non-qualified stock options, restricted stock, stock bonuses and performance awards. We may grant all but incentive stock options at prices below the fair market value of Intuit stock on the date of grant. However, Intuit typically has not issued below-market awards under the Current Plan. Intuit's standard option grant is a nonqualified stock option with an exercise price equal to the fair market value of Intuit stock on the date of grant. The Current Plan permits Intuit to reprice options without stockholder approval, however Intuit has not done so since the mid-1990's. Other terms and conditions of the Current Plan are substantially the same as the New Plan, except that the Current Plan permits the grant of performance awards. As of October 31, 2001 we had granted stock options for 80,375,971 shares, and there were 4,627,591 shares available for grant under the Current Plan. Of the options granted, options for 27,388,834 shares had been exercised, options for 19,183,784 shares had terminated and options for 33,803,353 shares were outstanding.

1998 OPTION PLAN FOR MERGERS AND ACQUISITIONS

On November 11, 1998, our Board of Directors adopted the 1998 Option Plan for Mergers and Acquisitions (the "1998 Plan") to grant NQSOs to individuals who are hired as a result of acquisitions of, or mergers with, other companies by Intuit. The 1998 Plan has been designed to meet the "broadly based plans" exemption from the stockholder approval requirement for stock option plans under the Nasdaq Stock Market listing requirements. Options under the 1998 Plan can only be granted to eligible individuals within 18 months following the completion of the relevant acquisition or merger and have an exercise price not less than the fair market value of Intuit's Common Stock on the date of grant. They generally become exercisable over a four-year period based on continued service and expire ten years after the grant date. Options granted to officers hired as a result of a merger or acquisition cannot exceed 45% of all shares reserved for grant under the 1998 Plan. (We have reserved 6,000,000 shares for issuance under the 1998 Plan.) Other terms and conditions of the 1998 Plan are substantially the same as the Current Plan, except that we can only grant NQSOs under the 1998 Plan, the 1998 Plan does not comply with the requirements for tax deductibility under Section 162(m) of the Tax Code, and adoption of and amendments to the 1998 Plan do not require approval of Intuit stockholders. As of October 31, 2001 we had granted NQSOs for 4,710,622 shares in connection with ten acquisitions by Intuit, and there were 2,308,807 shares available for awards under the 1998 Plan. Of the options granted, options for 470,533 shares had been exercised, options for 1,019,429 shares had terminated and options for 3,220,660 shares were outstanding.

PROPOSAL 3 — AMENDMENT TO 1996 EMPLOYEE STOCK PURCHASE PLAN TO ADD 600,000 AUTHORIZED SHARES

We are asking stockholders to approve an amendment to the Intuit Inc. 1996 Employee Stock Purchase Plan (the "Purchase Plan") to increase the number of shares of Common Stock that are authorized and reserved for issuance under the Purchase Plan by 600,000 shares (from 3,200,000 shares to 3,800,000 shares).

The purpose of the Purchase Plan is to offer employees of Intuit and eligible subsidiaries, a convenient way to purchase shares of Intuit stock at a discounted price through payroll deductions and to provide an incentive for continued employment. The Purchase Plan is an important part of Intuit's compensation program. Competitive compensation and benefit programs are a critical component of our efforts to attract and retain quality employees. Stockholder approval of the amendment is necessary to enable us to continue providing this benefit to new and current employees.

The Purchase Plan, as proposed to be amended, is described below.

The Board of Directors recommends a vote FOR approval of the proposed amendment to the 1996 Employee Stock Purchase Plan.

Purchase Plan Background

The Purchase Plan was adopted on October 7, 1996 and has a ten-year term. The Compensation Committee of the Board of Directors administers the Purchase Plan and is responsible for interpreting its provisions. The Purchase Plan has been amended six times to increase the number of shares available for issuance. In July 2001, the Board amended the Purchase Plan to encourage greater participation by our seasonal and part-time employees. These amendments permit those employees who are not regularly scheduled to work more than five months per year and 20 hours per week to participate in the Purchase Plan and permit those who terminate employment within 90 days of a purchase to use their accumulated payroll deductions to purchase shares under the Purchase Plan. In October 2001, the Board of Directors approved an amendment to the Purchase Plan, subject to stockholder approval, to increase the number of shares of Intuit's Common Stock authorized for issuance under the Purchase Plan by 600,000 (from 3,200,000 shares to 3,800,000 shares). We are asking stockholders to approve the share increase in this Proposal 3.

From the adoption of the Purchase Plan to October 31, 2001, participants purchased a total of 1,954,531 shares. During this period, four Named Officers (see page 16 for a definition of this term) purchased shares: Mr. Bennett purchased 1,197 shares, Mr. Ihrie purchased 493 shares, Mr. Stern purchased 1,902 shares and Mr. Santora purchased 1,200 shares. During the same time period, Intuit's current executive officers, as a group (17 people), purchased a total of 21,829 shares, and all employees other than the current executive officers purchased a total of 1,932,702 shares. As of October 31, 2001, there were 1,245,469 shares available for future awards, not including the 600,000 shares for which we are seeking stockholder approval. We believe these additional shares are necessary as the recent enhancements made to the Purchase Plan and increased interest will likely result in increased participation in future periods.

Eligibility

Employees of Intuit and certain subsidiaries (other than stockholders who own 5% or more of our Common Stock) are eligible to participate in the Purchase Plan if they begin working before December 1st for the offering period that begins on December 16th and June 1st for the offering period that begins on June 16th. As of October 31, 2001, approximately 5,670 employees were eligible to participate in the Purchase Plan, and approximately 3,325 employees were participating. Participants participate in the Purchase Plan by electing payroll deductions that accumulate to purchase shares.

Offering and Purchase Periods

The Purchase Plan allows participants to purchase shares during concurrent, overlapping 12-month periods (each an "Offering Period") that begin on June 16 of each year (ending the following June 15) and on December 16 of each year (ending the following December 15). Each Offering Period contains two six-month purchase periods (each a "Purchase Period"), and payroll deductions accumulate over each Purchase Period. On the last business day of each Purchase Period, the accumulated payroll deductions are used to purchase stock. Participants may only participate in one Offering Period at a time. The Compensation Committee can change the duration of Offering Periods for future offerings at least 15 day prior to the scheduled beginning of the first Offering Period to be affected.

Payroll Deductions

Eligible employees select payroll deduction rates in 1% increments from 2% to 10% of their base salary and commissions. No interest accrues on payroll deductions. Due to Internal Revenue Code restrictions, no participant can purchase more than $25,000 of stock (based on fair market value of the shares on the Offering Date) under the Purchase Plan with respect to any calendar year. An employee can decrease the payroll deduction rate one time during an Offering Period, but cannot increase the rate during an Offering Period. After a participant enrolls in the Purchase Plan, the participant is automatically enrolled in subsequent Offering Periods unless the participant actively withdraws. A participant may withdraw from any Offering Period up to 15 days before the end of the

Offering Period, and we will return accumulated payroll deductions to the participant. A participant may also suspend participation in any Offering Period up to 15 days before the end of the Offering Period, rather than withdrawing from the Purchase Plan. If a participant suspends participation, accumulated payroll deductions will be used to purchase shares on behalf of the participant on the next Purchase Date.

Purchase Price and Amount of Stock Purchased

When a participant enrolls in the Purchase Plan, the participant essentially receives an option to purchase shares on the next December 15 or June 15 Purchase Date at a purchase price equal to 85% of the fair market value of the shares on the Offering Date (the first business day of the 12-month Offering Period) or the Purchase Date (the last business day of the six-month Purchase Period), whichever is lower. Unless the participant withdraws from the Purchase Plan, the purchase will take place automatically on the Purchase Date. The number of shares a participant will be able to purchase on the Purchase Date will generally be equal to the payroll deductions during the Purchase Period, divided by the purchase price per share. If the market price of the stock drops significantly, no participant will be permitted to purchase more than two times the number of shares that he or she could have purchased if the number of shares was determined by using a purchase price of 85% of the fair market value on the Offering Date. In addition, the Compensation Committee may set a maximum number of shares that may be purchased by any participant on any Purchase Date.

Mergers, Consolidations and Other Corporate Transactions

If Intuit is dissolved or liquidated, the current Offering Period will terminate immediately prior to the liquidation or dissolution unless the Board decides otherwise. The Board may, but is not required to, designate a date for the open Offering Period to terminate and allow each participant to purchase shares with accumulated payroll deductions. If Intuit sells substantially all of its assets or is acquired in a merger with another corporation, each option under the Purchase Plan will be assumed or an equivalent option will be substituted by the successor corporation, unless the Board decides to designate a date for the open Offering Period to terminate and allow each participant to purchase shares with accumulated payroll deductions.

Purchase Plan Amendments

The Board or the Compensation Committee may generally amend or terminate the Purchase Plan at any time. However, the Board may not amend the Purchase Plan without stockholder approval if the amendment would increase the number of shares available under the Purchase Plan or change certain eligibility requirements. In addition, neither the Board nor the Compensation Committee may make any changes that affect existing purchase rights without the consent of the participants.

Federal Income Tax Information

The following information is a general summary of some of the current federal income tax consequences of the Purchase Plan to participants and to Intuit. Tax laws may change, and actual tax consequences will depend on a participant's individual circumstances as well as state and local tax laws. We encourage all participants to seek tax advice when they participate in the Purchase Plan. The Purchase Plan is intended to qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code.

Tax Treatment of Participants. Participants will not recognize income when they enroll in the Purchase Plan or when they purchase shares. All tax consequences are deferred until the participant disposes of the shares. If the participant holds the shares for one year or more after the Purchase Date and two years or more after the Offering Date, or if the participant dies while owning the shares, the participant will generally recognize ordinary income when disposing of the shares equal to the difference between the purchase price and the fair market value of the shares on the date of disposition, or 15% of the fair market value of the shares on the Offering Date, whichever is less. Any additional gain will be taxed as long-term capital gain. If the shares are sold for less than the purchase price, there is no ordinary income, but the participant will have a long-term capital loss for the difference between the purchase price and the sale price. If a participant sells or gifts the shares less than one year after the Purchase

Date or less than two years after the Offering Date, the participant will generally have ordinary income equal to the difference between the purchase price and the fair market value on the Purchase Date. The difference between the sale price and the fair market value on the Purchase Date will be a capital gain or loss, taxable at short-term capital gain rates if the shares are held 12 months or less and at long-term capital gain rates if the shares are held longer than 12 months.

Tax Treatment of Intuit. When a participant recognizes ordinary income by disposing of shares before the one-year or two-year holding period ends, Intuit will generally be entitled to a tax deduction in the amount of the ordinary income.

PROPOSAL 4 – AMENDMENTS TO 1996 DIRECTORS STOCK OPTION PLAN TO ADD ANNUAL OPTION GRANTS TO AUDIT AND COMPENSATION COMMITTEE MEMBERS AND ADD 90,000 AUTHORIZED SHARES

We are asking stockholders to approve amendments to the 1996 Directors Stock Option Plan (the "Directors Plan") (i) to increase the number of shares of Common Stock that are authorized and reserved for issuance under the Directors Plan by 90,000 shares (from 810,000 to 900,000 shares), and (ii) to provide for annual 5,000 share option grants to members of the Audit and Compensation Committees of our Board of Directors to reflect the additional commitment that is required of them by their membership on the committees.

The Directors Plan gives non-employee directors of Intuit an opportunity to acquire an equity interest in Intuit and helps to align their interests with the interests of Intuit's stockholders. This is the only form of compensation Intuit currently provides to its outside directors for their services (other than reimbursement for their expenses). This means that the Directors Plan is particularly important in helping us to attract and retain well qualified outside directors.

The Directors Plan, as proposed to be amended, is described in detail below.

The Board of Directors recommends a vote FOR approval of the proposed amendments to the 1996 Directors Stock Option Plan

Directors Plan – Overview

The Directors Plan was adopted by the Board on October 7, 1996 and has a ten-year term. The Directors Plan has been amended three times to increase the number of shares available for options. The vesting schedule for options granted under the Directors Plan has been amended twice. Most recently, in November 2001 the Board amended the Directors Plan to increase the number of shares authorized for issuance from 810,000 to 900,000 and to provide for annual 5,000 share option grants to members of the Audit and Compensation Committees of the Board of Directors. These are the amendments that we are asking stockholders to approve in this Proposal 4.

From the adoption of the Directors Plan through October 31, 2001, we have granted options to purchase 675,000 shares, representing options for 135,000 shares to each of Mr. Brody, Mr. Doerr, Mr. Hallman and Mr. McMurtry (who served as a director until December 8, 2000), options for 90,000 shares to Ms. Dubinsky, and an option for 45,000 shares to Mr. Sclavos. Of these, options for 540,000 shares were outstanding as of October 31, 2001. No options have been granted under the Directors Plan to individuals other than non-employee directors. If any option terminates without being exercised, then the shares covered by the terminated option go back into the Directors Plan for future grants. As of October 31, 2001, there were 196,875 shares available for grant under the Directors Plan.

Eligibility

Each director who is not a current or former employee participates in the Directors Plan. There are currently five directors eligible to receive options. Directors are not required to pay to participate in the Directors Plan, other than paying the exercise price for the options they exercise.

Formula for Option Grants

We grant options to eligible directors under the Directors Plan according to a nondiscretionary formula. The formula provides for a grant of 45,000 shares when an eligible director joins the Board (an "Initial Grant"). Each eligible director receives a subsequent annual grant (an "Annual Grant") for 22,500 shares on each anniversary of his or her Initial Grant if he or she continues to serve on the Board. Each eligible director that is a member of the Audit or Compensation Committee receives a grant (a "Committee Grant") of 5,000 shares when he or she joins the committee and on each anniversary of that date. We expect to make the first Committee Grants to current Audit and Compensation Committee members in January 2002.

Exercise Price, Vesting and Other Terms

The exercise price for each option is the fair market value of Intuit's Common Stock at the time the option is granted. All options granted before February 19, 1999 become exercisable over a period of four years at a rate of 25% on the first anniversary of the grant, and an additional 2.0833% per month over the next three years. All options granted between February 19, 1999 and November 30, 1999 were fully vested and immediately exercisable as of the date of the option grant. All Initial Grants after November 30, 1999 vest over four years, at a rate of 25% on the first anniversary of the grant, and an additional 2.0833% per month over the next three years. All Annual Grants after November 30, 1999 vest over two years, at a rate of 50% on the first anniversary of the grant, and an additional 4.166% per month over the next year. All Committee Grants vest over one year at a rate of 8.333% per month following the date of grant. All options will become fully vested if a director's services to Intuit terminate as a result of the director's death or permanent disability. Options have a term of ten years from the date of grant, but they terminate earlier if the director is no longer a director or consultant to Intuit. The Directors Plan allows directors to pay the exercise price of their options through various methods, including cash and "same-day sale" or margin commitments from NASD brokers.

Mergers, Consolidations and Changes of Control

If Intuit is liquidated, is involved in a merger (where Intuit is not the surviving corporation or where Intuit's pre-merger stockholders own less than a majority of the shares), sells substantially all of its assets or is involved in a tender offer or similar transaction covering a majority of its shares, the vesting of all options granted under the Directors Plan will accelerate and the options will become fully exercisable on the terms and conditions determined by the Board.

Directors Plan Amendments

Generally, the Board may amend or terminate the Directors Plan at any time. However, the Board may not amend the Directors Plan without stockholder approval if the amendment would increase the number of shares available under the Directors Plan or change the eligibility requirements. In addition, the Board may not make any changes that affect outstanding options without the consent of the option holders.

Federal Income Tax Information

All options granted under the Directors Plan are NQSOs. The tax treatment for participants and Intuit is the same as for NQSOs under the New Plan (see page 7).

NEW PLAN BENEFITS

The following table shows all expected fiscal 2002 option grants under the Directors Plan for the people indicated. Stratton Sclavos received his 45,000 share Initial Grant when he joined the Board in August 2001. All remaining expected fiscal 2002 grants (115,000 shares) are 22,500 share Annual Grants, which we expect to make in November 2001 and February 2002, and 5,000 share Committee Grants, which we expect to make in January 2002. During fiscal 2001, we granted options to purchase 112,500 shares to directors who are not Intuit officers. Only non-employee directors are eligible for options under the Directors Plan, therefore, we will not make any grants under the Directors Plan during fiscal 2002 to any individuals other than eligible non-employee directors. The table does not include future awards and purchases under the New Plan and the Purchase Plan. We cannot determine future grants under the New Plan because awards are made at the discretion of Intuit's management and the Compensation Committee. We cannot determine future grants and purchases by employees under the Purchase Plan because participation is voluntary. For actual grants under the Current Plan to the Named Officers in fiscal 2001, see "Option Grants in Fiscal 2001" under the heading "Executive Compensation" at page 18.

The closing price of our Common Stock on the Nasdaq Stock Market on November 19, 2001 was $40.73.

	Directors Plan	
Name and Position	Exercise Price (per share)	Number of Options
Stephen M. Bennett President and Chief Executive Officer	—	—
Scott D. Cook Chairman of the Executive Committee of the Board of Directors	—	—
Richard W. Ihrie Senior Vice President and Chief Technology Officer	—	—
Greg J. Santora Senior Vice President and Chief Financial Officer	—	—
Raymond G. Stern Senior Vice President	—	—
All current executive officers as a group (22 people)	—	—
All current directors who are not executive officers as a group (5 people)	$ *	160,000
All employees, including officers who are not executive officers, as a group	—	—

* The exercise price will be the closing price of Intuit's common stock on the date of the option grant.

PROPOSAL 5 — RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

We have selected Ernst & Young LLP as our independent auditors to perform the audit of Intuit's financial statements for the fiscal year ending July 31, 2002, and we are asking stockholders to ratify our selection.

Representatives of Ernst & Young are expected to be present at the Meeting. They will have the opportunity to make a statement at the Meeting if they wish to do so, and they will be available to respond to appropriate questions from stockholders.

Fees Paid to Ernst & Young LLP

The following table shows fees that we paid (or accrued) for audit and other services provided by Ernst & Young during fiscal 2001.

Audit Fees (1)		$ 525,000
Financial Information Systems Design and Implementation Fees		0
All Other Fees:		
Tax Services	1,509,000	
Business Continuity Planning	504,000	
Various Other	619,000	2,632,000
Total		$ 3,157,000

(1) Audit fees generally include fees for the examination of our annual consolidated financial statements and quarterly review of our interim financial statements.

For more information about Ernst & Young, please see the Audit Committee Report at page 21.

The Board of Directors recommends a vote FOR ratification of the selection of Ernst & Young LLP.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows shares of Intuit's Common Stock that we believe are owned as of October 31, 2001 by (i) each stockholder owning 5% or more of the Common Stock, (ii) each Named Officer (defined on page 16), (iii) each director and (iv) all current directors and executive officers as a group. We have included any options held by each stockholder that are exercisable within 60 days of October 31, 2001 (which would be December 30, 2001). We calculated the "Percent of Class" based on 211,273,322 shares of Common Stock outstanding on October 31, 2001.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class
Scott D. Cook (2)…………………………..	17,755,891	8.4%
Capital Research and Management (3)…….	11,869,580	5.6%
Stephen M. Bennett (4) ……………………	970,362	*
Richard W. Ihrie (5) ………………………	27,576	*
Greg J. Santora (6)......................................	385,896	*
Raymond G. Stern (7).................................	222,626	*
Christopher W. Brody (8)...........................	269,530	*
William V. Campbell (9)............................	1,413,233	*
L. John Doerr (10)......................................	346,561	*
Donna L. Dubinsky (11).............................	69,081	*
Michael R. Hallman (12)............................	215,158	*
Stratton D. Sclavos	--	*
All current directors and executive officers as a group (22 people) (13)..........	22,142,588	10.5%

* Indicates ownership of less than 1%.

(1) Unless indicated in the notes, each stockholder has sole voting and investment power for all shares shown, subject to community property laws that may apply to create shared voting and investment power.

(2) Includes 783,458 shares issuable upon exercise of options held by Mr. Cook. A trust, of which Mr. Cook is a co-trustee, holds the remaining 16,972,433 shares. Mr. Cook's address is P.O. Box 7850, Mountain View, California 94039.

(3) We obtained information about shares owned by Capital Research and Management Company ("CRMC") from a Schedule 13F that this stockholder filed with the SEC on November 14, 2001 reporting share ownership as of September 30, 2001. CRMC's address is 333 South Hope Street, Los Angeles, California 90071.

(4) Includes 744,165 shares issuable upon exercise of options held by Mr. Bennett and 225,000 shares of restricted stock that were issued subject to certain vesting requirements. See Note 5 to the "Summary Compensation Table" on page 16.

(5) Includes 27,083 shares issuable upon exercise of options held by Mr. Ihrie.

(6) All 385,896 shares are issuable upon exercise of options held by Mr. Santora.

(7) Includes 222,083 shares issuable upon exercise of options held by Mr. Stern.

(8) Includes 119,530 shares issuable upon exercise of options held by Mr. Brody. Vantage Partners Inc., of which Mr. Brody is chairman and a shareholder, holds the remaining 150,000 shares.

(9) Includes 1,337,939 shares issuable upon exercise of options held by Mr. Campbell.

(10) Includes 119,530 shares issuable upon exercise of options held by Mr. Doerr. A trust, of which Mr. Doerr is a co-trustee, holds the remaining 227,031 shares.

(11) Includes 65,625 shares issuable upon exercise of options held by Ms. Dubinsky. A trust, of which Ms. Dubinsky is the sole trustee, holds the remaining 3,456 shares.

(12) Includes 119,530 shares issuable upon exercise of options held by Mr. Hallman.

(13) Includes 4,381,289 shares issuable upon exercise of options. Also includes shares and options held by the individuals described in Notes 2 and 4 through 12, plus an additional 10,224 shares and 456,450 options held by other executive officers.

EXECUTIVE COMPENSATION

The following table shows compensation earned during fiscal 1999, 2000 and 2001 by Intuit's Chief Executive Officer and Intuit's other four most highly compensated executive officers for fiscal 2001. These people are called the "Named Officers." The information in the table includes salaries, bonuses, performance sharing, stock options and restricted stock awards and other miscellaneous compensation. Intuit has not granted stock appreciation rights and has no long-term compensation benefits other than stock options and restricted stock. For information about employment contracts and termination or change-of-control arrangements between Intuit and the Named Officers, see the discussion immediately following this table.

Summary Compensation Table

		Annual Compensation			Long-Term Compensation Awards		
Name and FY01 Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Other Annual Compensation ($)	Restricted Stock Award(s) ($)	Securities Underlying Options (#)	All Other Compensation ($)
Stephen M. Bennett	2001	$825,000	$ 1,860,375	—	—	500,000	$2,880(2)
President and CEO(1)	2000	389,423	1,963,634(3)	$179,232(4)	$15,198,750(5)	900,000	1,405(2)
	1999	—	—	—	—	—	—
Scott D. Cook	2001	412,000	289,140	—	—	100,000	1,393(2)
Chairman of the	2000	375,000	324,750	—	—	—	1,259(2)
Executive Committee	1999	358,654	297,500	—	—	—	2,186(2)
Richard W. Ihrie	2001	201,923	399,427(6)	144,958(7)	—	150,000	992(2)
Senior Vice President	2000	—	—	—	—	—	—
and Chief Technology Officer	1999	—	—	—	—	—	—
Greg J. Santora	2001	400,000	270,000	—	—	80,000	4,265(8)
Senior Vice President	2000	328,000	285,553	—	—	100,000	3,575(8)
and Chief Financial Officer	1999	259,345	154,056	—	—	315,000	4,031(8)
Raymond G. Stern	2001	330,000	256,350	—	—	90,000	2,128(9)
Senior Vice President	2000	310,000	266,909	—	—	—	615(2)
	1999	300,000	233,250	—	—	270,000	710(2)

(1) Mr. Bennett served as our Acting Senior Vice President, Small Business Division from April 2001 to August 2001.
(2) Represents term life insurance premiums.
(3) Includes a $1,000,000 bonus paid to Mr. Bennett when he joined Intuit in January 2000.
(4) Represents relocation expenses.
(5) Based on the closing sales price of Intuit's Common Stock on the date of the award, net of the amount paid for the stock. As of July 31, 2001, Mr. Bennett held 225,000 shares of restricted stock with an aggregate value of $7,733,250, net of the amount paid for the stock. The shares of restricted stock vest in two tranches. One tranche of 150,000 shares vests in 30,000 share increments over five years starting in 2001. The remaining 75,000 shares vest over ten years in 7,500 share increments starting in 2002. In each year the vesting date is the first trading day on or after January 24 that Mr. Bennett is permitted to sell Intuit stock under Intuit's insider trading policy and the law, but no later than the last trading day of March. The last vesting date of the 150,000 tranche is January 24, 2005, and for the 75,000 tranche it is January 24, 2010. The shares of restricted stock have voting rights and the right to receive dividends, if any.
(6) Mr. Ihrie joined Intuit in November 2000. Includes a one-time $200,000 bonus paid to Mr. Ihrie in January 2001.
(7) Includes $78,156 of interest forgiven on a loan from Intuit to Mr. Ihrie, relocation expenses of $64,476 and health and welfare insurance premiums of $2,326.
(8) Represents term life insurance premiums of $1,865 in fiscal 1999, $1,075 in fiscal 2000 and $1,531 in fiscal 2001, and matching contributions under Intuit's 401(k) retirement plan of $2,500 for each fiscal year reported.
(9) Represents term life insurance premiums of $701 and matching contributions under our 401(k) of $1,427.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

On July 31, 2001 (the last day of fiscal 2001), we entered into an employment agreement with Lorrie M. Norrington, who joined Intuit as our Senior Vice President for the Small Business Division. Under this agreement, Ms. Norrington received a signing bonus of $750,000 on July 31, 2001 and an option grant for 350,000 shares at $34.38 per share. Ms. Norrington will receive an anniversary bonus of $750,000 on July 31, 2002, subject to her continued employment. Her initial annual salary is $475,000.

On January 24, 2000, we entered into an employment agreement with Stephen M. Bennett for the position of President and Chief Executive Officer. Under this agreement, Mr. Bennett received a signing bonus of $1,000,000, reimbursement for relocation expenses, an option grant for 800,000 shares and an award of 225,000 restricted shares. Subject to certain conditions, Intuit may repurchase all unvested shares at their purchase price of $0.01 per share upon termination of Mr. Bennett's employment. Mr. Bennett's initial salary was $750,000. We agreed to review it annually, but we will not reduce it below $750,000.

Mr. Bennett can terminate the employment agreement at any time upon written notice to the Board of Directors. Intuit may terminate Mr. Bennett's employment upon the written recommendation of two-thirds of the Board of Directors. If Intuit terminates Mr. Bennett other than for "cause" (which includes gross negligence, willful misconduct, fraud and certain criminal convictions) or if Mr. Bennett terminates his employment for "good reason" (which includes relocation or a reduction in duties, title or compensation), Mr. Bennett is entitled to severance pay equal to six months of his then-current salary, accelerated vesting of all restricted stock, and accelerated vesting of options that would have vested on the next 12 successive vesting dates. If Mr. Bennett's termination occurs within two months before or 12 months after any change of control of Intuit, he will be entitled to 12 months of his then-current salary, his full target bonus for the year of termination, accelerated vesting of all restricted stock and accelerated vesting of options that would have vested over the next 24 successive vesting dates. If Mr. Bennett's employment terminates due to his death or disability, vesting of all restricted stock will be accelerated, along with vesting of options that would have vested on the next 12 successive vesting dates.

On October 12, 2000, we entered into an employment agreement with Richard W. Ihrie to join Intuit on November 27, 2000 as our Senior Vice President and Chief Technology Officer. Under this agreement, Mr. Ihrie received a one-time bonus of $200,000 in January 2001, reimbursement for relocation expenses and an option grant for 100,000 shares. If Intuit terminates Mr. Ihrie other than for "cause" (which includes gross negligence, willful misconduct or willful misconduct that materially affects his work), Mr. Ihrie is entitled to severance pay equal to six months of his then-current salary and accelerated vesting of options that would have vested in the next six months. Mr. Ihrie's initial salary is $300,000.

On March 30, 1994, we entered into a Letter Agreement of Employment with William V. Campbell, the Chairman of our Board of Directors. Mr. Campbell also served as President and Chief Executive Officer from April 1994 through July 1998, and as Acting Chief Executive Officer from September 1999 to January 2000. Some terms of the agreement have expired, but the following terms have been in effect since the beginning of fiscal 1997. Under the agreement, Mr. Campbell's base salary is reviewed annually and he participates in our annual executive bonus program. Under the agreement, either Intuit or Mr. Campbell may terminate Mr. Campbell's employment at any time. However, if we terminate his employment without "cause," we must continue to pay his salary and health benefits for six months after his termination or until he accepts another position, whichever is earlier. Intuit provides Mr. Campbell with term life insurance in an aggregate amount of $1,000,000. On June 11, 1997, we granted an option to Mr. Campbell to purchase 1,500,000 shares of Common Stock. This option vests at a rate of 20% on the date of grant and monthly thereafter for 48 months, as long as Mr. Campbell remains an employee or director. In the event of a change in control of Intuit, the option will accelerate and become fully vested.

On September 23, 1999, we entered into an agreement with William H. Harris, Jr. relating to his resignation as President and Chief Executive Officer. Under the agreement, Mr. Harris served as Intuit's Director of Strategic Internet Policy, and continued to serve on the Board of Directors, until July 2001 when he resigned from the Board and as an Intuit employee. Mr. Harris' compensation was his base salary at September 23, 1999 plus an amount equal to 1.5 times his fiscal 1999 employee bonus. Mr. Harris' employee stock options continued to vest through June 11, 2001, at which time all his outstanding options fully vested under their original vesting schedules.

Option Grants in Fiscal 2001

The following table shows information about stock option grants to the Named Officers during fiscal 2001. These options are included in the "Summary Compensation Table" on page 16. We granted all of these options at fair market value under our 1993 Equity Incentive Plan. The options have ten-year terms. SEC rules require us to show hypothetical gains that the Named Officers would have for these options at the end of their ten-year terms. We calculated these gains assuming annual compound stock price appreciation of 5% and 10% from the date the option was originally granted to the end of the option term. **The 5% and 10% assumed annual compound rates of stock price appreciation are required by SEC rules. They are not Intuit's estimate or projection of future stock prices.**

	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
Name	Number of Shares Underlying Options Granted(#)	% of Total Options Granted to Employees in Fiscal 2001	Exercise Price ($/Sh)	Expiration Date	5%	10%
Stephen M. Bennett………	500,000(1)	4.02%	$34.0625	02/09/11	$10,710,861	$27,143,426
Scott D. Cook…………	100,000(2)	0.80	35.0000	08/01/10	2,201,131	5,578,098
Richard W. Ihrie ……...	100,000(3)	0.80	47.6875	11/27/10	2,999,041	7,600,159
	50,000(4)	0.40	29.3800	04/24/11	923,846	2,341,207
Greg J. Santora ……...	40,000(2)	0.32	35.0000	08/01/10	880,452	2,231,239
	40,000(4)	0.32	29.3800	04/24/11	739,076	1,872,966
Raymond G. Stern ……	40,000(2)	0.32	35.0000	08/01/10	880,452	2,231,239
	50,000(4)	0.40	29.3800	04/24/11	923,846	1,872,966

(1) Of these shares, 25% were vested on the grant date; 25% vested on March 30, 2001, and the remainder vests 2.08% per month from March 9, 2001 through February 9, 2003.
(2) Of these shares, 25% vested on August 1, 2001. The remainder vests 2.08% per month through August 1, 2004.
(3) Of these shares, 25% vested on November 27, 2001. The remainder vests 2.08% per month through November 27, 2004.
(4) Of these shares, 25% will vest on April 24, 2002. The remainder vests 2.08% per month through April 24, 2005.

Option Exercises and Fiscal Year-End Values

The following table shows information about the value realized on option exercises for each of the Named Officers during fiscal 2001, and the value of their unexercised options at the end of fiscal 2001. We granted all of these options under our 1993 Equity Incentive Plan. Value realized, or gain, is measured as the difference between the exercise price and the price at which the shares were sold on the date of exercise. Value at fiscal year end is measured as the difference between the exercise price and fair market value on July 31, 2001, which was $34.38.

Aggregated Option Exercises in Fiscal 2001 and July 31, 2001 Option Values

Name	Shares Acquired On Exercise(#)	Value Realized ($)	Number of Shares Underlying Unexercised Options at Fiscal Year-End (#) Exercisable	Unexercisable	Value of Unexercised In-the-Money Options at Fiscal Year-End($) Exercisable	Unexercisable
Stephen M. Bennett ……..	--	$ --	604,581	795,419	$ 95,911	$ 62,838
Scott D. Cook	--	--	734,375	115,625	18,638,437	396,562
Richard W. Ihrie ……….	--	--	--	150,000	--	250,000
Greg J. Santora	--	--	353,188	143,750	3,236,903	754,382
Raymond G. Stern	52,500	2,283,668	196,250	122,500	2,176,455	835,162

This proxy statement contains a report issued by our Compensation Committee relating to executive compensation for fiscal 2001, a report issued by our Audit Committee relating to its activities during fiscal 2001, and a chart titled "Company Stock Price Performance." Stockholders should be aware that under SEC rules, the Compensation Committee and Audit Committee reports and the stock price performance chart are not considered "filed" with the SEC under the Securities Exchange Act of 1934, and are not incorporated by reference in any past or future filing by Intuit under the Securities Exchange Act of 1934 or the Securities Act of 1933, unless these sections are specifically referenced.

COMPENSATION COMMITTEE REPORT

Compensation Committee

We, the members of the Compensation Committee, make all decisions about compensation for executive officers. Mr. Hallman served as a voting member of the Committee throughout fiscal year 2001. Burton J. McMurtry served as voting member of the Committee from August 1, 2000 until his retirement on December 8, 2000. Mr. Brody was appointed to the Committee beginning December 8, 2000 and served as a voting member through the remainder of fiscal year 2001. Since August 1, 1998, Mr. Campbell has been a non-voting advisory member of the Committee. Mr. Campbell does not participate in discussions or decisions about his own compensation. For more background about the Compensation Committee, see page 4.

General Compensation Policy for Executive Officers

We establish the general compensation policy for all executive officers. Intuit's general compensation policy is to link an individual's compensation with his or her individual performance, as well as with Intuit's performance. All major components of compensation are structured to provide significant differentiation based on individual performance levels.

We generally review base salary levels and target annual bonuses for the Chief Executive Officer and other executive officers near the beginning of each fiscal year. In determining compensation for a specific officer, we consider many factors, including the scope of the officer's particular job, his or her performance in the job, the expected value of the officer's future contribution to Intuit, Intuit's recent financial performance and competitive market compensation levels of comparable companies as reflected in market survey data from sources such as Radford and iQuantic. We give considerable weight to the recommendations of both the Chief Executive Officer and the Chairman, except with respect to their compensation.

We create long-term equity incentives for executive officers by granting stock options under Intuit's stock option plans. For descriptions of these plans, see pages 6 and 8. Options help attract and retain executive officers, and also align their interests with stockholders' interests. Stock options are usually granted to executive officers when they first join Intuit. Officers generally receive additional grants when their responsibilities increase significantly, and they are also eligible for additional grants in connection with their annual performance evaluations, depending upon their individual performance level. We may grant options at other times if we believe options are a necessary or appropriate retention incentive. Options generally become exercisable as they vest over a four-year period to provide a long-term incentive for executives to remain with Intuit. We occasionally provide faster vesting to provide a more immediate benefit in response to competitive factors. Options provide value for executives only if Intuit's stock price increases, and only if the executives remain with Intuit until their options vest.

From time to time, we approve loans for executive officers - most often in connection with their relocation and purchase of a residence near their place of work. See "Related Party Transactions" on page 23.

Fiscal 2001 Executive Compensation

Base Compensation. We reviewed management's base salary recommendations, along with assessments of the individual's job performance and relevant market survey compensation data from Radford and iQuantic. We generally sought to place the base salary of each executive within the market salary range for comparable positions, with the actual salary based on our assessment of the individual's job performance and expected future contributions to Intuit.

Performance Sharing. Executive officers also participated in Intuit's broad-based Performance Sharing Plan. Payouts for the six-month performance period ending January 31, 2001 were at 9.25% of eligible employee base compensation paid over the period. Payouts for the six-month performance period ending July 31, 2001 were at 9.75% of eligible employee base compensation paid over the period. As part of Intuit's increasing emphasis on linking variable executive pay to individual performance, beginning in fiscal 2002, executive officers will no longer be eligible to participate in the Performance Sharing Plan.

Annual Bonus Compensation. For fiscal 2001, we approved incentive bonuses for officers under Intuit's Annual Variable Pay Plan. We determined executive bonuses based on the executive's targeted bonus percentage, with the actual bonus amount calculated with reference to the executive's achievement of individual objectives, objectives for the officer's business or functional unit and Intuit's performance over the fiscal year. Intuit's performance was measured based on revenue and operating income results. Individual bonuses for fiscal 2001 to Intuit's executive officers employed for the full fiscal year, excluding the Chief Executive Officer, ranged from $75,000 to $250,000.

Stock Options. Executive officer option grants were made in connection with the hiring of new officers, as well as periodic performance and compensation evaluations. We determined the number of options based on competitive factors, as well as on the executive's current and past performance, anticipated future contributions to Intuit, his or her ability to impact corporate and/or business unit results, and the current number of unvested options held by the executive. We granted options for 2,240,000 shares to individuals who were executive officers at the time they received the option grants during fiscal 2001, including 920,000 shares to the Named Officers. See "Option Grants in Fiscal 2001" on page 18.

Intuit Performance and CEO Compensation

Mr. Bennett has served as President and Chief Executive officer since January 2000. His fiscal 2001 compensation was determined primarily by his employment agreement. See "Employment Contracts and Termination and Change-in-Control Arrangements" on page 17. He received a base salary of $825,000 during fiscal year 2001. He received Performance Sharing Plan payments of $78,375 and an annual performance-based bonus of $1,782,000 relating to his services in fiscal year 2001. In February 2001, we approved not charging Mr. Bennett interest through September 30, 2001 on his $4,375,000 relocation loan, which is secured by his residence. In November 2001, we amended the loan to make it interest free. See "Related Party Transactions" on page 23. In connection with the vesting of certain shares of restricted stock in fiscal 2001, Mr. Bennett had taxable compensation of $1,040,250. We approved a loan to Mr. Bennett of $462,391 to pay the withholding tax due. During fiscal year 2001, Mr. Bennett received an option grant for 500,000 shares. See the "Summary Compensation Table" on page 16, and "Related Party Transactions" on page 23.

Compliance with Section 162(m) of the Internal Revenue Code of 1986

Under Section 162(m) of the Internal Revenue Code, compensation to a Named Officer in excess of $1,000,000 per year is not tax deductible for Intuit unless certain requirements are met. The 1993 Equity Incentive Plan complies with the requirements of Section 162(m). The New Plan will also comply with the requirements of Section 162(m). During fiscal 2001, Mr. Bennett received $1,922,735 in compensation that will not be tax-deductible under Section 162(m). In fiscal 2002, we expect that a portion of Mr. Bennett's compensation, as well as a portion of Lorrie Norrington's compensation, will not be deductible under Section 162(m). Intuit does not expect that the deductibility of cash compensation it pays to other executive officers in fiscal 2002 will be affected by the limitations of Section 162(m). However, since corporate objectives may not always be consistent with the requirements for full deductibility, it is conceivable that Intuit may enter into additional compensation arrangements in the future under which payments are not deductible under Section 162(m).

COMPENSATION COMMITTEE MEMBERS

Christopher W. Brody
Michael R. Hallman

AUDIT COMMITTEE REPORT

We, the members of the Audit Committee, assist the Board of Directors in its oversight of Intuit's financial accounting, reporting and controls. We also evaluate the performance and independence of Intuit's independent auditors. Each of us is "independent" as required by listing standards of the Nasdaq Stock Market. We operate under a written charter that both the Board and we have approved. We have included a copy of the current charter as Appendix 2 to this proxy statement.

Management is responsible for the preparation, presentation and integrity of Intuit's financial statements, including setting the accounting and financial reporting principles and establishing the internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors, Ernst & Young LLP, are responsible for performing an independent audit of the consolidated financial statements in accordance with generally accepted auditing standards, and issuing a report on the consolidated financial statements. We oversee these processes.

We reviewed and discussed the audited financial statements for the fiscal year ended July 31, 2001 with management and the independent auditors. We also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards 61, Communication with Audit Committees, as amended. We received the written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees. We discussed with Ernst & Young that firm's independence, and considered whether the provision of non-audit services by the independent auditors was compatible with maintaining the auditors' independence.

Based on the reports, discussions and review described in this report, and subject to the limitations on our role and responsibilities referred to below and in the charter, we recommended to the Board of Directors that the audited financial statements be included in Intuit's Annual Report on Form 10-K for fiscal 2001, and the Board approved such inclusion. We and the Board of Directors also recommended the selection of Ernst & Young as independent auditors for fiscal 2002.

Although each of us meets the regulatory requirements for financial literacy and expertise, we are not professionally engaged in the practice of auditing or accounting and are not experts in those fields. We rely on information provided to us and on representations made to us by management and the independent auditors, without seeking independent verification. Accordingly, our oversight does not ensure that management has followed appropriate accounting and financial reporting principles, or that management has maintained internal controls and procedures that are designed to ensure compliance with accounting standards and applicable laws and regulations. Our oversight also does not ensure that the audit of Intuit's fiscal 2001 financial statements was carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles, or that Ernst & Young is in fact "independent" under applicable rules and regulations.

AUDIT COMMITTEE MEMBERS

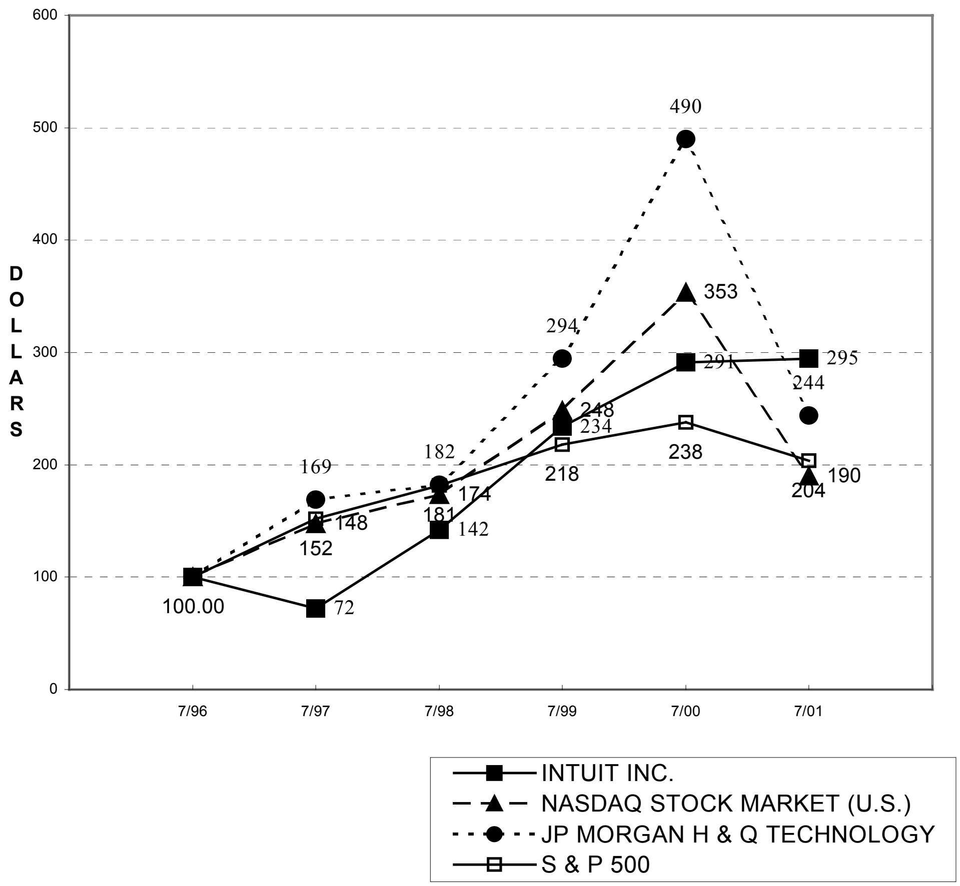
Christopher W. Brody
Donna L. Dubinsky
Michael R. Hallman

COMPANY STOCK PRICE PERFORMANCE

The graph below compares the cumulative total stockholder return on Intuit Common Stock for the last five full fiscal years with the cumulative total return on the S&P 500 Index and J.P. Morgan H&Q Technology Index for the same period. We are including the S&P 500 Index for the first time this year because Intuit was added to the S&P 500 during fiscal 2001. We are also including the Nasdaq Stock Market – US Index this year as this is the broad-based index against which we compared our performance in prior years. The graph assumes that $100 was invested in Intuit Common Stock and in each of the other indexes on July 31, 1996 and that all dividends were reinvested.

The comparisons in the graph below are based on historical data (with Intuit Common Stock prices based on the closing price on the dates indicated) and are not intended to forecast the possible future performance of Intuit's Common Stock.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN
AMONG INTUIT INC., THE S&P 500 INDEX, THE JP MORGAN H & Q
TECHNOLOGY INDEX AND THE NASDAQ STOCK MARKET (U.S.) INDEX



RELATED PARTY TRANSACTIONS

We have described below transactions that involved more than $60,000 between Intuit and an executive officer, director or 5% stockholder or any of their immediate family members that have been entered into during fiscal 2001 or that involved indebtedness to or payments from Intuit during fiscal 2001. For information about salary, bonuses and other compensation, see "Executive Compensation" (beginning on page 16), and "Compensation of Directors" (at page 5).

In March 2001, the Compensation Committee approved a loan to Stephen M. Bennett, Intuit's President and Chief Executive Officer, to cover his income tax liability relating to the vesting of 37,500 shares of his Intuit restricted stock. The principal amount of the loan is $462,391 and the interest rate is 5.50% per year. Annual interest payments are due on March 30, beginning in 2002. The entire loan balance becomes due and payable 90 days following Mr. Bennett's resignation or termination for cause, two years following Mr. Bennett's termination for any other reason, but no later than March 30, 2011. The loan is secured by the 37,500 shares of vested Intuit common stock that Mr. Bennett owns. As of October 31, 2001, the outstanding principal balance on this loan was $462,391, which was the most Mr. Bennett owed under the loan during fiscal 2001.

Pursuant to Mr. Bennett's January 24, 2000 employment agreement, Intuit provided Mr. Bennett with a $4,375,000 loan to purchase a home close to Intuit's corporate offices. Mr. Bennett made a $133,149 interest payment under the note in August 2000 based on a 6.77% interest rate. The Compensation Committee later amended the note to make it interest free. The entire loan balance becomes due and payable 90 days following Mr. Bennett's resignation or termination for cause, two years following Mr. Bennett's termination for any other reason, but no later than February 17, 2010. The loan is secured by Mr. Bennett's principal residence. As of October 31, 2001, the outstanding principal balance on this loan was $4,375,000, which is the most Mr. Bennett owed under the loan during fiscal 2001.

In October 2000, the Compensation Committee approved a loan to Richard W. Ihrie, Intuit's Senior Vice President and Chief Technology Officer, in connection with his purchase of residential real property. The principal amount of the loan is $1,800,000 and the interest rate is 6.09% per year. Annual interest payments are due on August 1, beginning in 2001. In accordance with Mr. Ihrie's offer letter, Intuit forgave the first interest payment of $78,156 that otherwise would have been due on August 1, 2001. The entire loan balance becomes due and payable 10 days following Mr. Ihrie's termination for any reason other than death or permanent disability, which would give him 180 days following termination to repay the loan, but no later than November 30, 2010. The loan matures on November 30, 2010 and is secured by Mr. Ihrie's current residence. As of October 31, 2001, the outstanding principal balance on this loan was $1,800,000, which was the most Mr. Ihrie owed under the loan during fiscal 2001.

In addition, in January 2001, the Compensation Committee approved a bridge loan to Mr. Ihrie in connection with the purchase of his new residence. The principal amount of the loan was $1,960,000 (which is the most Mr. Ihrie owed under the loan during fiscal 2001) and the interest rate was 6.15% per year. Per the loan's terms, Mr. Ihrie paid $400,000 in February 2001 and the balance of the outstanding principal in September 2001. In October 2001, the Compensation Committee authorized Intuit to forgive all $81,815 of the accrued interest under this bridge loan.

In October 2000, the Compensation Committee approved a relocation loan to Larry King, Jr., a Vice President of Intuit. Mr. King relocated to Nevada to assume responsibility for our payroll business, which is headquartered in Nevada. The principal amount of the loan is $125,000 and the interest rate is 6.33% per year. The loan matures on September 29, 2003 and is secured by Mr. King's residence in Nevada. If Mr. King becomes permanently disabled or dies, we will forgive the entire loan balance. If Mr. King transfers back to Intuit's Mountain View, California offices during the term of the loan, Intuit will forgive $62,500 of the principal amount and all accrued interest, and the remaining balance will be due and payable on the earlier of the maturity date or 180 days following his return to California. As of October 31, 2001, the outstanding balance on this loan was $125,000, which is the most Mr. King owed under the loan during fiscal 2001.

In August 1998, the Compensation Committee approved a $120,000 interest-free loan to Mr. King in connection with the purchase of residential property. Intuit agreed to forgive $40,000 on each of August 1, 1999, 2000 and 2001. In August 2001, Intuit forgave the last $40,000 of principal per the terms of the loan. We also grossed up

Mr. King for taxes he owed in connection with the forgiveness of debt under the loan. The most Mr. King owed under the loan during fiscal 2001 was $80,000.

In September 2000, the Compensation Committee loaned Dennis Adsit, a Vice President of Intuit, $1,030,050 in connection with his relocation to California when he joined Intuit. The interest rate is 1.09% for the first year and increases by 1% per year until September 29, 2006 at which time it remains at 6.09% per year through the term of the loan. Annual interest payments are due on September 29, beginning in 2001. The entire loan balance becomes due and payable 10 days following Mr. Adsit's termination for reasons other than death or permanent disability, which would give him 90 days following his termination to repay the loan, but no later than September 29, 2010. The loan is secured by the property. As of October 31, 2001, the outstanding balance on this loan was $1,030,050, which is the most Mr. Adsit owed under the loan during fiscal 2001.

In October 2000, the Compensation Committee approved a short-term bridge loan to Thomas Allanson, a Vice President of Intuit, in connection with his relocation to California when he joined Intuit. The principal amount of the loan is $1,305,000. No interest will be due under the note unless Mr. Allanson defaults, then the interest rate will be 6.3% per year. The loan is secured by Mr. Allanson's residence. The loan originally matured on April 12, 2001; however, the Committee has extended the term to January 31, 2002. As of October 31, 2001, the outstanding balance on this loan was $1,305,000, which is the most Mr. Allanson owed under the loan during fiscal 2001.

In October 1998, Dan Nye, who was then a Vice President of Intuit, received a loan for $120,000 in connection with the purchase of residential property. The principal amount of the loan was $120,000 and the interest rate was 5.06% per year. The loan was secured by Mr. Nye's residence. The note provided that Intuit would give $40,000 of principal plus accrued interest on each October 23, beginning in 1999, provided Mr. Nye remained employed. In March 2001, as part of Mr. Nye's severance agreement, the Compensation Committee forgave $42,024, representing the remaining principal and interest on the loan, effective October 23, 2001. We also grossed up Mr. Nye for taxes he owed in connection with these transactions as part of his severance arrangement. The most Mr. Nye owed under the loan during fiscal 2001 was $40,000.

The Compensation Committee is contemplating reducing the interest rates under the above-described outstanding loans to reflect the lower applicable federal rate.

In May 1998, we participated in forming a joint venture company, Venture Finance Software Corp. ("VFSC") that developed certain Web-oriented finance products. In exchange for a 49% equity interest in VFSC, we granted VFSC licenses to certain technology and intellectual property rights, and we agreed with VFSC not to compete in certain areas of server-based personal finance for a period of ten years. At the time VFSC was formed**,** Intuit received an option to purchase the equity interests of the other investors between May 4, 2000 and May 4, 2002 at a price to be determined by a formula based on Intuit's stock price appreciation (subject to certain minimum return levels). On August 30, 2000, we acquired all the outstanding shares of VFSC in a cash transaction valued at approximately $119 million. The purchase price was based on the predetermined May 1998 formula. Other shareholders of VFSC included venture capital funds managed by Kleiner Perkins Caufield & Byers, of which L. John Doerr, an Intuit director, is a general partner. These funds received approximately $2.4 million from Intuit for their VFSC shares. The aggregate original purchase price for the shares held by the Kleiner Perkins Caufield & Byers funds was $1.2 million.

STOCKHOLDER PROPOSALS

Under SEC rules, any stockholder who intends to present a proposal at Intuit's next Annual Meeting of Stockholders must submit the proposal so that Intuit receives it at our principal executive offices by August 1, 2002 in order for the proposal to be included in our Proxy Statement and proxy for the meeting. Any stockholder who wishes to bring a proposal before the Intuit 2002 Annual Meeting of Stockholders, but does not wish to include it in our proxy materials, must provide written notice of the proposal to Intuit's Secretary, at our principal executive offices, after October 19, 2002 and on or before November 19, 2002. In addition, our stockholders must comply with the procedural requirements in our bylaws. Stockholders can obtain a copy of our bylaws from us upon request. The bylaws are also on file with the SEC. Proxies that we solicit for our next Annual Meeting of Stockholders will be voted in the discretion of the persons voting the proxies on all stockholder proposals we receive on or before November 19, 2002.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires Intuit's directors, executive officers, and 10% stockholders to file forms with the SEC to report their ownership of Intuit shares and any changes in ownership. Anyone required to file forms with the SEC must also send copies of the forms to Intuit. We have reviewed all forms provided to us. Based on that review and on written information given to us by our executive officers and directors, we believe that all Section 16(a) filing requirements were met during fiscal 2001.

Our Board of Directors does not currently intend to bring any other business before the Meeting and is not aware of any other business to be brought before the Meeting. If any other business is properly brought before the Meeting, including consideration of a motion to adjourn or postpone the Meeting in order to, among other things, solicit additional proxies, the proxy holders will vote the proxies based on their judgment.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ACCOMPANYING PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.