

PACI FRANK G
Form 4/A
January 03, 2006

FORM 4

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

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PACI FRANK G

2. Issuer Name **and** Ticker or Trading
Symbol
BLOCKBUSTER INC [BBI, BBI.B]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1201 ELM ST.

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/22/2005

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DALLAS, TX 75270

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	12/21/2005	12/29/2005 ⁽¹⁾	S		7,702 (1)	D \$ 3.67	201,187 D
Class A Common Stock	12/22/2005	12/29/2005 ⁽¹⁾	S		6,568 (1)	D \$ 3.66	194,619 D

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PACI FRANK G 1201 ELM ST. DALLAS, TX 75270	EVP

Signatures

Bryan Pechersky, as attorney-in-fact for Frank G. Paci 01/03/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares of class A common stock were sold pursuant to pre-arranged stock sales arrangements to allow the reporting person to sell a portion of his vested shares of restricted stock to satisfy tax withholding obligations. The arrangements were put in place in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. The Deemed Execution Date is the date of notification by the plan

- (1) administrator of the final number of shares sold by the Reporting Person to satisfy such obligations. The shares reported on this amended Form 4 amend and restate the shares reported on the Reporting Person's original Form 4 filed on December 22, 2005 to reduce the number of shares sold by the Reporting Person to conform to the final report of the plan administrator received on the Deemed Execution Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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