BLOCKBUSTER INC
Form 4
March 31, 2010

# FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES CORP., 767 FIFTH AVE., SUITE 4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
no longer a 10% holder

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

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

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|---|---|---|---|---|---|---|---|---|---|

| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | Security (Instr. 5) | Secur Bene Owne 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 |
| ICAHN CARL C<br>C/O ICAHN ASSOCIATES CORP.<br>767 FIFTH AVE., SUITE 4700<br>NEW YORK, NY 10153 | | | | no longer a 10% holder |
| HIGH RIVER LIMITED PARTNERSHIP<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601 | | | | no longer a 10% holder |
| Hopper Investments LLC<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601 | | | | no longer a 10% holder |
| BARBERRY CORP.<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601 | | | | no longer a 10% holder |
| ICAHN PARTNERS MASTER FUND LP<br>C/O WALKER HOUSE<br>87 MARY STREET<br>GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001 | | | | no longer a 10% holder |
| ICAHN PARTNERS MASTER FUND II L.P.<br>C/O WALKER HOUSE<br>87 MARY STREET<br>GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001 | | | | no longer a 10% holder |
| ICAHN PARTNERS MASTER FUND III L.P.<br>C/O WALKER HOUSE<br>87 MARY STREET<br>GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001 | | | | no longer a 10% holder |

| | |
|---|---|
| ICAHN OFFSHORE LP<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601 | no longer a 10% holder |
| ICAHN ONSHORE LP<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601 | no longer a 10% holder |
| ICAHN PARTNERS LP<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601 | no longer a 10% holder |

## Signatures

| | |
|---|---|
| CARL C. ICAHN | 03/31/2010 |
| **Signature of Reporting Person | Date |
| BARBERRY CORP. | 03/31/2010 |
| **Signature of Reporting Person | Date |
| HIGH RIVER LIMITED PARTNERSHIP | 03/31/2010 |
| **Signature of Reporting Person | Date |
| HOPPER INVESTMENTS LLC | 03/31/2010 |
| **Signature of Reporting Person | Date |
| ICAHN OFFSHORE LP | 03/31/2010 |
| **Signature of Reporting Person | Date |
| ICAHN ONSHORE LP | 03/31/2010 |
| **Signature of Reporting Person | Date |
| ICAHN PARTNERS LP | 03/31/2010 |
| **Signature of Reporting Person | Date |
| ICAHN PARTNERS MASTER FUND LP | 03/31/2010 |
| **Signature of Reporting Person | Date |
| ICAHN PARTNERS MASTER FUND II L.P. | 03/31/2010 |
| **Signature of Reporting Person | Date |
| ICAHN PARTNERS MASTER FUND III L.P. | 03/31/2010 |
| **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).

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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