

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Breeden Richard C</u> (Last) (First) (Middle) <u>C/O BREEDEN CAPITAL MANAGEMENT LLC</u> <u>100 NORTHFIELD ST.</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>H&R BLOCK INC [HRB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/08/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Common Stock	04/08/2008		P		200,000	A	\$21.6134	8,635,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/08/2008		P		150,000	A	\$21.7368	8,785,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/08/2008		P		150,000	A	\$21.6714	8,935,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/08/2008		P		100,000	A	\$21.7311	9,035,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/08/2008		P		25,000	A	\$21.311	9,060,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		200,000	A	\$21.7799	9,260,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		125,000	A	\$21.7773	9,385,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.7675	9,485,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.7311	9,585,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.7867	9,685,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.7165	9,785,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.82	9,885,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.8411	9,985,000	I	By Breeden Partners ⁽¹⁾

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			
Common Stock	04/09/2008		P		100,000	A	\$21.801	10,085,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.8399	10,185,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.8954	10,285,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		100,000	A	\$21.7928	10,385,000	I	By Breeden Partners ⁽¹⁾
Common Stock	04/09/2008		P		50,000	A	\$21.7323	10,435,000	I	By Breeden Partners ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Call Option to Purchase	\$19.86							02/01/2008	02/01/2018	Common Stock		37,595	D	

Explanation of Responses:

1. Richard C. Breeden is the managing member of Breeden Capital Partners LLC, managing member and chairman and chief executive of Breeden Capital Management LLC and the Key Principal of Breeden Partners (Cayman) Ltd. Breeden Capital Partners LLC is in turn the general partner of Breeden Partners L.P., Breeden Partners (California) L.P. and Breeden Partners (California) II L.P. Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, amended, Mr. Breeden in his capacity as managing member, as well as chairman and chief executive officer of Breeden Capital Management LLC, may be deemed to be the beneficial owner of all of the common stock owned by Breeden Partners (Cayman) Ltd., Breeden Partners L.P., Breeden Partners (California) L.P. and Breeden Partners (California) II L.P.

Remarks:

Andrew J. Somora per Power 04/10/2008
of Attorney

** Signature of Reporting Person Date

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

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

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

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

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