## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

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

1. Name and Address of Reporting Person <sup>*</sup> SHAW LEDWARD JR					2. Issuer Name and Ticker or Trading Symbol <u>H&amp;R BLOCK INC</u> [HRB]							of Reportin icable) or	g Person(s) to 10% C		
(Last)	, , , , , ,			10/	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2008							r (give title )	Other below	(specify	
C/O BREEDEN CAPITAL MANAGEMENT LLC 100 NORTHFIELD ST.					4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) GREENWICH CT 06830												filed by More	e than One Rep		
(City)	(St	ate) (a	Zip)												
		Tabl	e I - Non-De	rivative	Securities Ac	quired,	Dis	oosed of, o	r Bene	eficially	Ownee	d			
1. Title of Security (Instr. 3) Date (Month/Day)				Execution Date,											
		u. 3)	Date		Execution Date, if any	3. Transac Code (Ir 8)		4. Securities / Disposed Of ( 5)			Benefic Owned	ties cially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
		u. 3)	Date		Execution Date, if any	Transac Code (Ir		Disposed Of (			Securit Benefic Owned Followi Report Transa	ties cially ing	Form: Direct (D) or	of Indirect Beneficial	
Common		u. s)	Date (Month/		Execution Date, if any	Transac Code (Ir 8)		Disposed Of ( 5)	(D) (Instr	. 3, 4 and	Securit Benefic Owned Followi Report Transa (Instr. 3	ties cially ing ed ction(s)	Form: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership	
Common		·	Date (Month/ 10/0 ble II - Deriv	Day/Year) /2008 /ative S	Execution Date, if any	Transac Code (Ir 8) Code A iired, Di	v ispo	Disposed Of ( 5) Amount 8,546.64 <sup>(1)</sup> sed of, or B	(A) or (D) A Benefic	Price \$0 Cially C	Securit Benefic Owned Followi Report Transa (Instr. 3 8,5	ties cially ing ed ction(s) 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	

17	1. LITIE OT	2.	3. Transaction	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and		8. Price	9. Number of	10.	11. Nature	L		
r	Derivative	Conversion	Date	Execution Date,	Transaction of		Expiration Date		Amount of		of	derivative	Ownership	of Indirect	L		
18	Security	or Exercise	(Month/Day/Year)	if any	Code (Instr. Derivativ		ative	(Month/Day/Year)		Securities		Derivative	Securities	Form:	Beneficial	L	
(	(Instr. 3)	Price of		(Month/Day/Year)	8) Securities		1		Underlying		Security	Beneficially	Direct (D)	Ownership	L		
		Derivative					Acquired				Derivative		(Instr. 5)	Owned	or Indirect	(Instr. 4)	L
		Security					(A) or					Security (Instr.		Following	(I) (Instr.		L
							Disposed				3 and 4)			Reported	4)		L
							of (D)							Transaction(s)			L
							(Instr. 3, 4							(Instr. 4)			l
							and 5)										l
												Amount					l
												or					L
												Number					L
									Date	Expiration		of					L
					Code	v	(A)	(D)	Exercisable	Date	Title	Shares					l

Explanation of Responses:

1. Deferred stock units awarded under the 2008 Deferred Stock Unit Plan for Outside Directors.

**Remarks:** 

Andrew J. Somora per Power

10/02/2008

\*\* Signature of Reporting Person Date

of Attorney

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.