

<b>OMB APPROVAL</b>	
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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).

**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* <u>COBB WILLIAM C</u>  (Last) (First) (Middle) <u>C/O H&amp;R BLOCK</u> <u>ONE H&amp;R BLOCK WAY</u>  (Street) <u>KANSAS CITY MO 64105</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>H&amp;R BLOCK INC [ HRB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2013</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	01/03/2013		A		112,475 <sup>(1)</sup>	A	\$0 <sup>(2)</sup>	338,679	D	
Common Stock								15,000	I	Cobb 2000 Family Trust

**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						Title
Call Option to Purchase	\$16.04	01/03/2013		D		694,445		06/30/2012 <sup>(3)</sup>	06/30/2021	Common Stock	694,445	(2)	0.0000	D	
Stock Option (Right to Buy)	\$19.14	01/03/2013		A		581,970		(3)	06/30/2021	Common Stock	581,970	(2)	581,970	D	

**Explanation of Responses:**

1. Restricted share units (the "RSUs") granted under an agreement (the "Agreement") entered into on January 3, 2013 among the Issuer, its subsidiary H&R Block Management, LLC, and the reporting person, as more fully described below. The Agreement was entered into with respect to a stock option award to purchase 694,445 shares of common stock at an exercise price of \$16.04 per share that was intended to be granted to the reporting person on June 30, 2011 ("Original Stock Option") under the 2003 Long-Term Executive Compensation Plan (the "2003 Plan"). The purpose of the Agreement was to implement the corrective action described below to address an inadvertent error that occurred when the Issuer included a number of shares in the Original Stock Option that exceeded the annual individual award limit as set forth in Section 6 of the 2003 Plan.

2. Under the Agreement described above, the parties agreed that the Original Stock Option has no force or effect after the date of the Agreement and is deemed ineffective under the terms of the 2003 Plan. In addition, in lieu of the Original Stock Option, the Issuer agreed to grant to the reporting person the RSUs and a stock option to purchase 581,970 shares of common stock at an exercise price of \$19.14 per share ("New Stock Option") under the Issuer's 2013 Long Term Incentive Plan.

3. The Original Stock Option provided for vesting in three equal installments on June 30, 2012, June 30, 2013 and June 30, 2014, and an expiration date of June 30, 2021. The RSUs and the New Stock Option vest in three equal installments with the first installment vesting on January 3, 2013 and the second and third installments vesting on June 30, 2013 and June 30, 2014, respectively. The New Stock Option has the same expiration date as the Original Stock Option. The RSUs, to the extent then vested, will not be settled until the earlier of (i) the reporting person's separation from service (or the first day of the seventh month following his separation from service if the reporting person is a "specified employee" under Section 409A of the Internal Revenue Code at that time) and (ii) June 30, 2021.

Scott W. Andreasen, per Power of Attorney 01/04/2013

\*\* 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.

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.