

Hopper Investments LLC
 Form 3
 May 20, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * ICAHN CARL C ET AL (Last) (First) (Middle) C/O ICAHN ASSOCIATES CORP, 767 FIFTH AVE #4700 (Street) NEW YORK, NY 10153 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/13/2005	3. Issuer Name and Ticker or Trading Symbol BLOCKBUSTER INC [BBI; BBI.B]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock ("Class A Shares")	11,484,100	I	Please see explanation below ⁽¹⁾ <u>(2) (3) (4) (5)</u>
Class B Common Stock ("Class B Shares")	5,566,131	I	Please see explanation below ⁽¹⁾ <u>(2) (3) (4) (5)</u>

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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 ET AL C/O ICAHN ASSOCIATES CORP 767 FIFTH AVE #4700 NEW YORK, NY 10153	â X	â	â	â
Hopper Investments LLC 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549	â X	â	â	â
BARBERRY CORP /NY/ 100 SOUTH BEDFORD RD MT KISCO, NY 10549	â X	â	â	â
HIGH RIVER LIMITED PARTNERSHIP /NY/ 100 SOUTH BEDFORD RD MT KISCO, NY 10549	â X	â	â	â
Icahn Partners Master Fund LP C/O WALKERS SPV LIMITED, P.O. BOX 908GT 87 MARY STREET GEORGE TOWN, E9	â X	â	â	â
Icahn Offshore LP 100 SOUTH BEDFORD ROAD MT. KISCO, NY 10549	â X	â	â	â
Icahn Onshore LP 100 SOUTH BEDFORD ROAD MT. KISCO, NY 10549	â X	â	â	â
Icahn Partners L P 767 5TH AVE 47TH FL NEW YORK, NY 10151	â X	â	â	â
CCI Offshore Corp. 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549	â X	â	â	â
CCI Onshore Corp. 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549	â X	â	â	â

Signatures

Hopper Investments LLC	05/18/2005
<u> </u> **Signature of Reporting Person	Date
Barberry Corp.	05/18/2005
<u> </u> **Signature of Reporting Person	Date
High River Limited Partnership	05/18/2005
<u> </u> **Signature of Reporting Person	Date
Icahn Partners Master Fund LP	05/18/2005
<u> </u> **Signature of Reporting Person	Date
Icahn Offshore LP	05/18/2005
<u> </u> **Signature of Reporting Person	Date
CCI Offshore Corp.	05/18/2005
<u> </u> **Signature of Reporting Person	Date
Icahn Partners LP	05/18/2005
<u> </u> **Signature of Reporting Person	Date
Icahn Onshore LP	05/18/2005
<u> </u> **Signature of Reporting Person	Date
CCI Onshore Corp.	05/18/2005
<u> </u> **Signature of Reporting Person	Date
Carl C. Icahn	05/18/2005
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Barberry Corp. is the sole stockholder of Icahn & Co., Inc. and the sole member of Hopper Investments LLC, which is the general partner of High River Limited Partnership. CCI Offshore Corp. is the general partner of Icahn Offshore LP, which is the general partner of Icahn Partners Master Fund LP. CCI Onshore Corp. is the general partner of Icahn Onshore LP, which is the general partner of Icahn Partners LP. Each of Barberry Corp., CCI Offshore Corp. and CCI Onshore Corp. is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position directly and indirectly to determine the investment and voting decisions made by all of the foregoing entities.

High River Limited Partnership owns 1,398,820 Class A and 772,320 Class B Shares. Icahn & Co., Inc. owns 898,000 Class A Shares and 340,906 Class B Shares. Icahn Partners Master Fund LP owns 4,075,909 Class A Shares and 1,932,985 Class B Shares. Icahn Partners LP owns 5,111,371 Class A Shares and 2,519,920 Class B Shares. Each of Hopper Investments LLC, Barberry Corp. and Mr. Icahn, by virtue of their relationships to High River may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.

Each of Icahn Offshore LP, CCI Offshore Corp. and Mr. Icahn, by virtue of their relationships to Icahn Partners Master Fund LP may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners Master Fund LP owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.

Each of Icahn Onshore LP, CCI Onshore Corp. and Mr. Icahn, by virtue of their relationships to Icahn Partners LP may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners LP owns, but each of them disclaims beneficial ownership of such Shares for all other purposes. Each of Barberry Corp. and Mr. Icahn by virtue of their relationships to Icahn & Co., Inc. may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares

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which Icahn & Co., Inc. owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.

(5) Part 1 of two Forms 3 filed with the SEC on the same day.

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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