

BLOCKBUSTER INC  
Form 144  
December 21, 2005

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

**OMB APPROVAL**  
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**FORM 144**

4.47

**NOTICE OF PROPOSED SALE OF SECURITIES**

SEC USE ONLY  
DOCUMENT SEQUENCE NO.

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

CUSIP NUMBER

WORK LOCATION

<p>1(a) NAME OF ISSUER <i>(Please type or print)</i></p> <p style="text-align: center;">Blockbuster Inc.</p> <p>(d) ADDRESS OF ISSUER                      STREET                      CITY                      STATE                      ZIP CODE</p> <p style="text-align: center;">1201 Elm Street                      Dallas                      TX                      75270</p> <p>2(a) NAME OF PERSON FOR WHOSE                      (b) IRS IDENT. NO.                      (c) RELATIONSHIP                      (d) ADDRESS                      STREET                      CITY                      STATE                      ZIP CODE</p> <p style="text-align: center;">Edward B. Stead                                           Officer                      1201 Elm Street                      Dallas                      TX                      75270</p> <p>ACCOUNT THE SECURITIES                      TO ISSUER</p> <p>ARE TO BE SOLD</p>	<p>(b) IRS IDENT. NO.</p> <p style="text-align: center;">52-1655102</p>	<p>(c) S.E.C. FILE NO.</p> <p style="text-align: center;"><b>001-15153</b></p> <p>(e) TELEPHONE NO.</p> <p style="text-align: center;">AREA CODE                      NUMBER</p> <p style="text-align: center;">214                      854-3000</p>
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*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

<p>3(a)</p> <p style="text-align: center;">(b)</p> <p style="text-align: center;"><b>Name and Address of Each Broker</b></p>	<p style="text-align: center;"><b>SEC USE ONLY</b></p>	<p style="text-align: center;">(c)</p>	<p style="text-align: center;">(d)</p>	<p style="text-align: center;">(e)</p>	<p style="text-align: center;">(f)</p>	<p style="text-align: center;">(g)</p>
<p><b>Title of the Through Whom the Securities are</b></p> <p style="text-align: center;"><b>Class of      to be Offered or Each Market</b></p> <p><b>Securities      Maker who is Acquiring</b></p> <p><b>To Be Sold      the Securities</b></p> <p>Class A      BNY Brokerage Inc.</p> <p>Common      1633 Broadway, 48th Floor</p> <p>Stock      New York, NY 10019</p>	<p style="text-align: center;"><b>Number of Shares</b></p> <p style="text-align: center;"><b>or Other Units</b></p> <p style="text-align: center;"><b>To Be Sold</b></p> <p style="text-align: center;">(See Instr. 3(c))</p> <p>Up to approx.</p> <p>73,000</p> <p>(see Remarks)</p>	<p style="text-align: center;"><b>Aggregate</b></p> <p style="text-align: center;"><b>Market Value</b></p> <p style="text-align: center;">(See Instr. 3(d))</p> <p>Approx.</p> <p>\$275,940</p> <p>(see Remarks)</p>	<p style="text-align: center;"><b>Number of Shares</b></p> <p style="text-align: center;"><b>or Other Units</b></p> <p style="text-align: center;"><b>Outstanding</b></p> <p style="text-align: center;">(See Instr. 3(e))</p> <p>119,458,360</p> <p>(see Remarks)</p>	<p style="text-align: center;"><b>Approximate</b></p> <p style="text-align: center;"><b>Date of Sale</b></p> <p style="text-align: center;">(See Instr. 3(f))</p> <p>(MO. DAY YR.)</p> <p>12/21/05-</p> <p>12/23/05</p> <p>(see Remarks)</p>	<p style="text-align: center;"><b>Name of Each</b></p> <p style="text-align: center;"><b>Securities</b></p> <p style="text-align: center;"><b>Exchange</b></p> <p style="text-align: center;">(See Instr. 3(g))</p> <p>NYSE</p>	

**INSTRUCTIONS:**

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
  
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
(b) Such person's I.R.S. identification number, if such person is an entity  
(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Name of Person from Whom Acquired	Nature of Acquisition Transaction, if gift, also give date donor acquired securities	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class A Common Stock	12/10/04 (see Remarks)	Blockbuster Inc.	Receipt of restricted shares in exchange for eligible unexercised stock options (see Remarks)	394,064	12/10/04 (see Remarks)	Tendered stock options (see Remarks)
Class A Common Stock	12/20/04 (see Remarks)	Blockbuster Inc.	Grant of restricted shares (see Remarks)	200,000	N/A (see Remarks)	N/A (see Remarks)

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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**REMARKS:** The shares of class A common stock covered by this Form 144 are being sold pursuant to pre-arranged stock sales arrangements to allow the Seller to sell a portion of his vested shares of restricted stock to satisfy tax withholding obligations. The arrangements were put in place in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, and the representation below regarding the Seller's knowledge of material information speaks as of the respective dates of adoption of the arrangements. The shares of restricted stock were received by the Seller in exchange for eligible unexercised stock options of the Seller and as part of a compensatory equity grant from the Issuer. The Aggregate Market Value set forth in Item 3(d) is based on the closing price of the Issuer's class A common stock on December 20, 2005.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.*

December 21, 2005

/s/ Edward B. Stead

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DATE OF NOTICE

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(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.*

*Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**