

Blair Nancy E
Form 4/A
March 22, 2006

FORM 4

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

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blair Nancy E

2. Issuer Name **and** Ticker or Trading
Symbol

FACTSET RESEARCH SYSTEMS
INC [FDS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

BLAIR & POTTS TWO
STAMFORD PLAZA, 281
TRESSER BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2006

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

STAMFORD, CT 06901

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/19/2006

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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			
Factset Common Stock	01/04/2006		S	V	3,600,555 (1)	\$ 40.305	389	I	Executors of Estate

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst
Common Stock Options	\$ 0			Code V (A) (D)		Date Exercisable Expiration Date	Title Common Stock	Amount or Number of Shares 22,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Blair Nancy E BLAIR & POTTS TWO STAMFORD PLAZA 281 TRESSER BLVD STAMFORD, CT 06901	X

Signatures

/s/ Nancy E. Blair 03/22/2006

__Signature of Reporting Person Date

/s/ Nancy E. Blair for the Estate 03/22/2006

__Signature of Reporting Person Date

/s/ Brian C. Wille 03/22/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Including 1,500,000 shares of Factset common stock held by Wille Family Investors LLC. The estate is the non-managing member of Wille Family Investors LLC and Brian C. Wille is the manager of Wille Family Investors LLC.

Remarks:

(*) This Form 4 is also filed on behalf of the Estate of Howard E. Wille, P.O. Box 1214, Stamford, CT 06904-1214 and the co

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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