

Blair Nancy E
Form SC 13G/A
January 18, 2006
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 2)

Under the Securities Exchange Act of 1934

FACTSET RESEARCH SYSTEMS INC.

(Name of Issuer)

COMMON STOCK

(Title of Class and Securities)

303075105

(CUSIP Number)

January 4, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

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o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

This Amendment No. 2 amends the statement on Schedule 13G filed by the Estate of Howard E. Wille on behalf of itself and its executors, Nancy E. Blair and Brian C. Wille, on Sept. 29, 2005, and amended on December 7, 2005.

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

ESTATE OF HOWARD E. WILLE

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) X

(b) o

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF (5) SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY EACH (6) **0**

SHARED VOTING POWER

REPORTING
PERSON
WITH

389

(7) SOLE DISPOSITIVE POWER

0

(8) SHARED DISPOSITIVE POWER

389

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

389

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

0

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

(12) TYPE OF REPORTING PERSON (See Instructions)

00

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

BRIAN C. WILLE

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) X

(b) o

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

(5) SOLE VOTING POWER

0

NUMBER OF

(6) SHARED VOTING POWER

SHARES
BENEFICIALLY

389

OWNED BY

(7) SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON

WITH

(8) SHARED DISPOSITIVE POWER

389

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

389

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

0

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

(12) TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP No. 303075105

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

NANCY E. BLAIR

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) X

(b) o

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

(5) SOLE VOTING POWER

0

NUMBER OF

(6) SHARED VOTING POWER

389

SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

(7) SOLE DISPOSITIVE POWER

0

(8) SHARED DISPOSITIVE POWER

389

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

389

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(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

0

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

(12) TYPE OF REPORTING PERSON (See Instructions)

IN

Item 1(a). Name of Issuer:

Factset Research Systems Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

**601 Merritt 7
Norwalk, CT 06851**

Item 2(a). Name of Persons Filing:

**Nancy E. Blair
Brian C. Wille**

Item 2(b). Address of Principal Business Office or, if None, Residence:

**Estate of Howard E. Wille
C/o Nancy E. Blair, Esq.
Blair & Potts
P.O. Box 1214
Stamford, CT 06904-1214**

**Nancy E. Blair, Esq.
Blair & Potts
P.O. Box 1214**

Stamford, CT 06904-1214

Brian C. Wille, Esq.
1088 Park Avenue
New York, NY 10128

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

303075105

Item 3. If This Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b), Check Whether the Person Filing is a:

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) o An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);

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- (g) o A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with Section 240.13d-1(b)(1)(ii)(J);

Item 4. Ownership.

- (a) Amount Beneficially Owned: **389**
 - (b) Percent of Class: **0%**
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: **0**
 - (ii) Shared power to vote or to direct the vote: **389**
 - (iii) Sole power to dispose or to direct the disposition of: **0**
 - (iv) Shared power to dispose or to direct the disposition of: **389**
-

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following X.

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Nancy E. Blair and Brian C. Wille are co-executors of the estate of Howard E. Wille. The estate held 2,100,944 shares of Factset common stock. The estate is the non-managing member of Wille Family Investors LLC, which owned 1,500,000 shares of Factset common stock. Brian C. Wille is the manager of Wille Family Investors LLC.

On September 27, 2005, the Estate of Howard E. Wille sold 1,800,000 shares of Factset common stock through a Rule 144 transaction. On January 4, 2006, the Estate of Howard E. Wille sold 2,100,555 shares of Factset common stock and Wille Family Investors LLC, sold 1,500,000 shares of Factset common stock through a Rule 144 transaction. Following this sale, the Estate of Howard E. Wille and its co-executors, Nancy E. Blair and Brian C. Wille, are deemed the beneficial owners of 389 shares of Factset common stock, constituting less than 1% of the outstanding shares of Factset common stock.

The Estate of Howard E. Wille also holds options to acquire 22,500 shares of Factset common stock. If exercised, the estate would own less than 1% of the outstanding shares of Factset common stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Controlling Person.

N/A

Item 8. Identification and Classification of Members of the Group.

Estate of Howard E. Wille, OO
Nancy E. Blair, IN
Brian C. Wille, IN

Exhibit A to the initial Schedule 13G filed September 29, 2005 is a copy of an agreement among the Reporting Persons stating that the initial Schedule 13G and any further amendments or supplements thereto, including this Amendment No. 2, is being filed on behalf of each of them.

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 17, 2006

Date

/s/ Nancy E. Blair

Signature

Estate of Howard E. Wille by

Nancy E. Blair, Co-Executor

Name/Title

January 17, 2006

Date

/s/ Nancy E. Blair

Signature

Nancy E. Blair, Co-Executor

Name/Title

January 17, 2006

Date

/s/ Brian C. Wille

Signature

Brian C. Wille, Co-Executor

Name/Title