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ISHARES INC  
Form SC 13G/A  
February 13, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

iShares, Inc.  
(Name of Issuer)

MSCI EAFE Index Fund (EFA)  
(Title of Class of Securities)

464287465  
(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ].

CUSIP No. 464287465

13G

Page 2 of 7 Pages

1

Name of Reporting Person  
S.S. or I.R.S. Identification No. of above person

|                                       |            |
|---------------------------------------|------------|
| Northern Trust Corporation            | 36-2723087 |
| The Northern Trust Company            | 36-1561860 |
| Northern Trust Bank, NA               | 86-0377338 |
| Northern Trust Bank of California, NA | 94-2938925 |
| Northern Trust Bank of Florida, NA    | 36-3190871 |
| Northern Trust Bank of Texas, NA      | 75-1999849 |
| Northern Trust Investments, N.A.      | 36-3608252 |
| Northern Trust Bank, FSB              | 38-3424562 |

2

Check the appropriate box if a member of a group

Not Applicable (a) [ ]  
(b) [ ]

3

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S.E.C. use only

4

Citizenship or place of organization

Northern Trust Corporation--a Delaware corporation with principal offices in Chicago, Illinois

Number of Shares Beneficially Owned by each reporting person with

5

Sole Voting Power

20,454,212

6

Shared Voting Power

2,556,674

7

Sole Dispositive Power

21,505,334

8

Shared Dispositive Power

3,739,782

9

Aggregate amount beneficially owned by each reporting person

25,309,937

10

Check box if the aggregate amount in Row (9) excludes certain shares.

Not Applicable

11

Percent of class represented by amount in Row 9

6.58

12

Type of reporting person

Northern Trust Corporation HC

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G UNDER THE SECURITIES EXCHANGE ACT OF 1934

Check the following box if a fee is being paid with statement [ ].

1. (a) iShares, Inc.  
(Name of Issuer)  
  
(b) c/o SEI Investments Distribution co, 1 Freedom Drive  
Oaks, PA 19456  
(Address of Issuer's Principal Executive Office)
2. (a) Northern Trust Corporation  
(Name of Person Filing)  
  
(b) 50 South LaSalle Street, Chicago, Illinois 60675  
(Address of Person Filing)  
  
(c) U.S. (Delaware Corporation)  
(Citizenship)  
  
(d) MSCI EAFE Index Fund (EFA)  
(Title of Class of Securities)  
  
(e) 464287465  
(CUSIP Number)
3. This statement is being filed by Northern Trust Corporation as a  
Parent Holding Company in accordance with S240.13d-1(b) (1) (ii) (G).
4. (a) 25,309,937  
(Amount Beneficially Owned)  
  
(b) 6.58  
(Percent of Class)  
  
(c) Number of shares as to which such person has:
  - (i) 20,454,212  
(Sole Power to Vote or to Direct the Vote)
  - (ii) 2,556,674  
(Shared Power to Vote or to Direct the Vote)
  - (iii) 21,505,334  
(Sole Power to Dispose or Direct Disposition)
  - (iv) 3,739,782  
(Shared Power to Dispose or Direct Disposition)
5. 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  
5 percent of the class of securities, check the following: [ ]
6. Statement regarding ownership of 5 percent or more on behalf of another  
person:

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7. Parent Holding Company reporting on behalf of the following subsidiaries, all of which are banks as defined in Section 3(a) (6) of the Act:

The Northern Trust Company  
50 South LaSalle Street  
Chicago, IL 60675

Northern Trust Bank N.A.  
2398 East Camelback Road  
Phoenix, AZ 85016

Northern Trust Bank of California N.A.  
355 South Grand Avenue, Suite 2600  
Los Angeles, CA 90071

Northern Trust Bank of Florida N.A.  
700 Brickell Avenue  
Miami, FL 33131

Northern Trust Bank of Texas N.A.  
2020 Ross Avenue  
Dallas, TX 75201

Northern Trust Investments, N.A.  
50 South LaSalle Street  
Chicago, IL 60675

Northern Trust Bank, FSB  
10 West Long Lake Road  
Bloomfield Hills, MI 48304

8. Identification and Classification of Members of the Group.

Not Applicable.

9. Notice of Dissolution of Group.

Not Applicable.

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

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.

NORTHERN TRUST CORPORATION

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By: Orie L. Dudley

DATED: 02-08-2006

Title: Executive Vice President and Chief Investment Officer

EXHIBIT TO SCHEDULE 13G AMENDMENT  
FILED BY NORTHERN TRUST CORPORATION

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549-1004  
Attention: Filing Desk, Stop 1-4

RE: iShares MSCI EAFE Index Fund (EFA)

Pursuant to the requirement of 240.13d-1(k) (1) (iii), this exhibit shall

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constitute our written agreement that the Schedule 13G Amendment to which this exhibit is attached is filed on behalf of Northern Trust Corporation and of its subsidiary(ies), as stated below, regarding our respective beneficial ownership in the above-captioned equity security.

NORTHERN TRUST CORPORATION

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By: Orie L. Dudley

DATED: 02-08-2006 Title: Executive Vice President and Chief Investment Officer

THE NORTHERN TRUST COMPANY  
NORTHERN TRUST INVESTMENTS, N.A.

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By: Orie L. Dudley  
Title: Executive Vice President and Chief Investment Officer

NORTHERN TRUST BANK, NA  
NORTHERN TRUST BANK OF CALIFORNIA, NA  
NORTHERN TRUST BANK OF FLORIDA, NA  
NORTHERN TRUST BANK OF TEXAS, NA

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By: Quentin C. Johnson  
As its Authorized Representative

NORTHERN TRUST BANK, FSB

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By: Brian J. Hofmann  
As its Authorized Representative