FORM 4

Class A Common Stock

Class A Common Stock

09/05/2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB APPROVAL								
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				or Se	ction 30(h) of the Ir	ivestme	nt Cor	mpany Act of :	1940						
1. Name and Address of Reporting Person* VIACOM INC				ier Name and Tick OCKBUSTEF					lationship of Reporti k all applicable) Director	0 (,	s) to Issuer 10% Owner				
(Last) (First) (Middle) 1515 BROADWAY				e of Earliest Transa 5/2003	action (N	/lonth/	Day/Year)		Officer (give title below)	Othe belov	r (specify v)				
,				4. If A	mendment, Date of	Origina	al Filed	I (Month/Day/	Year)		ividual or Joint/Grou	p Filing (Check	Applicable		
(Street)		40000								Line)	Form filed by On	e Reporting Per	rson		
NEW YORK	NY	10036									Form filed by Mo	ore than One Re	porting		
(City)	(State)	(Zip)								Person					
		Table I - No	n-Deriva	tive S	Securities Acq	uired	, Dis	posed of,	or Ben	eficially	Owned				
1. Title of Security (Instr. 3)		2. Trans Date (Month/			2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
						Code	v	Amount (A) or (D) Pri		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Class A Comn	non Stock		09/05/2	2003		P		2,400	A	\$21.77	1,203,900	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		300	A	\$21.74	1,204,200	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		400	A	\$21.73	1,204,600	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		2,000	A	\$21.71	1,206,600	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		2,700	A	\$21.7	1,209,300	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		500	A	\$21.69	1,209,800	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		600	A	\$21.66	1,210,400	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		200	A	\$21.64	1,210,600	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		1,400	A	\$21.63	1,212,000	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		400	A	\$21.62	1,212,400	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		200	A	\$21.58	1,212,600	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		500	A	\$21.56	1,213,100	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		100	A	\$21.55	1,213,200	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		1,100	A	\$21.54	1,214,300	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		100	A	\$21.53	1,214,400	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		700	A	\$21.51	1,215,100	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		900	A	\$21.5	1,216,000	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		200	A	\$21.49	1,216,200	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		600	A	\$21.48	1,216,800	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		800	A	\$21.45	1,217,600	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		200	A	\$21.43	1,217,800	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		100	A	\$21.41	1,217,900	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		500	A	\$21.35	1,218,400	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		400	A	\$21.34	1,218,800	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		100	A	\$21.3	1,218,900	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		600	A	\$21.25	1,219,500	I	Indirect ⁽¹⁾		
Class A Comn	non Stock		09/05/2	2003		P		200	A	\$21.24	1,219,700	I	Indirect ⁽¹⁾		
Class A Comp	non Stock		09/05/3	2003		p		700	ĺΔ	\$21.23	1 220 400	т	Indirect(1)		

400

700

P

Α

A

\$21.21

\$21.2

1,220,800

1,221,500

Ι

I

Indirect⁽¹⁾
Indirect⁽¹⁾

	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. Transa Code (8)	5. Number ction of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. These securities are owned directly by Viacom International Inc., a wholly-owned subsidiary of Viacom Inc. (Viacom), but may also be deemed to be beneficially owned by (1) NAIRI, Inc., which owns approximately 69% of Viacom's voting stock, (2) NAIRI's parent corporation, National Amusements, Inc. (NAI) and (3) Sumner M. Redstone, who is the controlling stockholder of NAI.

Remarks:

By: Michael D. Fricklas, Executive Vice President

** Signature of Reporting Person Date

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

- * 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).

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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