200 ELM STREET

MA

(State)

1. Name and Address of Reporting Person\*

02026

(Zip)

(Street)

DEDHAM

(City)

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ck this box if no longer subject to
tion 16. Form 4 or Form 5
gations may continue. See

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

	ions may conti tion 1(b).	nue. See		File							ies Exchanç			34			hours	per response:	0.5	
1. Name and Address of Reporting Person* 2. Issue															5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)		(First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 10/17/2003									Officer (give title below)  Director X 10% Officer (give title below)			(specify		
(Street) NEW Y(	NEW YORK NY 10036				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person     X     Form filed by More than One Reporting Person					
	(-			n-Deriv	ative	Se	curitie	es Acc	uired.	Dis	posed o	f. or	Ben	efic	ially Ov	vned				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)				ction		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A)		(A) oi	5. / Ind See	Amount of curities neficially ned Follow		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A (C	() or ()	Price	Tra	ported nsaction(s str. 3 and 4			(Instr. 4)	
Class A Common Stock 10/				10/17	/2003				P		3,100		A	\$ <mark>2</mark> 1	.85	1,462,10	00	D		
Class A Common Stock				10/17	10/17/2003						1,500		A	\$21	.86	1,463,60	00	D		
Class A Common Stock 10/17/				/2003				P		200		A	\$21.87		1,463,800		D			
Class A Common Stock 10/17/2				/2003	2003		P		600	00 A		\$21	\$21.88 1,4		00	D				
Class A Common Stock 10/17/2				/2003	003		P		500		A	\$21	.89	1,464,900		D <sup>(1)</sup>				
Class A Common Stock												1,621,100		00	I	Indirect <sup>(2)</sup>				
		Та									osed of, o					ed				
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. Transactic Code (Inst 8)		5. Number 6		6. Date Exercis Expiration Date (Month/Day/Ye		sable and	7. Tit Amor Secu Unde Deriv Secu	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price Derivati Security (Instr. 5)	ve deriva Secur Benet Owne Follov Repor	rities ficially ed wing rted saction(	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)		Date Exercisa		Expiration Date	Title	or	ount mber ares						
	nd Address of DM INC	f Reporting Person*																		
(Last) 1515 BR	OADWAY	(First)	(Mid	dle)																
(Street) NEW YO	ORK	NY	100	36		_														
(City)		(State)	(Zip)	)																
1. Name ar NAIRI		f Reporting Person*																		
(Last)		(First)	(Mid	dle)		_														

NATIONAL AMUSEMENTS INC /MD/								
(Last) 200 ELM STREET	(First)	(Middle)						
(Street) DEDHAM	MA	02026						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  REDSTONE SUMNER M								
(Last) C/O VIACOM INC 1515 BROADWAY		(Middle)						
(Street) NEW YORK	NY	10036						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  VIACOM INTERNATIONAL INC /DE/								
(Last) 1515 BROADWAY	(First)	(Middle)						
(Street) NEW YORK	NY	10036						
(City)	(State)	(Zip)						

### **Explanation of Responses:**

- 1. These securities are owned directly by Viacom Inc. (Viacom), but may also be deemed to be beneficially owned by (1) NAIRI, Inc. (NAIRI), 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.
- 2. These securities are owned directly by Viacom International Inc., a wholly-owned subsidiary of Viacom, but may also be deemed to be beneficially owned by (1) NAIRI, (2) NAI and (3) Sumner M. Redstone

### Remarks:

By: Michael D. Fricklas, Executive Vice President	10/20/2003
By: Sumner M. Redstone, Chairman & President	10/20/2003
By: Sumner M. Redstone, Chairman & CEO	10/20/2003
By: Sumner M. Redstone	10/20/2003
By: Michael D. Fricklas, Executive Vice President	10/20/2003
** Signature of Reporting Person	Date

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

- $^{\star}$  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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.