FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

			or Se	ection 30(h) of the Ir	vestment Cor	npany Act of 1940				
1. Name and Address of Reporting Person* VIACOM INC				uer Name and Ticke OCKBUSTEF	U	,		ationship of Reportir k all applicable) Director	.,	to Issuer % Owner
(Last) 1515 BROADV	(First) WAY	(Middle)		te of Earliest Transa 2/2003	action (Month/	Day/Year)		Officer (give title below)		her (specify low)
(Street) NEW YORK	NY	10036	4. If A	mendment, Date of	Original Filed	(Month/Day/Year)	6. Indi Line)	vidual or Joint/Grou Form filed by On Form filed by Mo Person	e Reporting	Person
(City)	(State)	(Zip)								
		Table I - No	n-Derivative S	Securities Acq	uired, Dis	posed of, or Benefi	icially	Owned		
1. Title of Security	y (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)		5. Amount of	6. Ownersh	

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.		4. Securities Acquired (A) or			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)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock	09/22/2003		P		600	A	\$22.1	129,000	D		
Class A Common Stock	09/22/2003		P		5,400	A	\$22.09	134,400	D		
Class A Common Stock	09/22/2003		P		3,100	A	\$22.08	137,500	D		
Class A Common Stock	09/22/2003		P		1,000	A	\$22.06	138,500	D		
Class A Common Stock	09/22/2003		P		3,200	A	\$22.04	141,700	D		
Class A Common Stock	09/22/2003		P		12,700	A	\$22.03	154,400	D		
Class A Common Stock	09/22/2003		P		5,200	A	\$22.02	159,600	D		
Class A Common Stock	09/22/2003		P		5,800	A	\$22.01	165,400	D		
Class A Common Stock	09/22/2003		P		4,400	A	\$22	169,800	D		
Class A Common Stock	09/22/2003		P		5,500	A	\$21.99	175,300	D		
Class A Common Stock	09/22/2003		P		500	A	\$21.98	175,800	D		
Class A Common Stock	09/22/2003		P		1,000	A	\$21.96	176,800	D		
Class A Common Stock	09/22/2003		P		3,300	A	\$21.95	180,100	D		
Class A Common Stock	09/22/2003		P		5,000	A	\$21.94	185,100	D		
Class A Common Stock	09/22/2003		P		2,900	A	\$21.93	188,000	D		
Class A Common Stock	09/22/2003		P		400	A	\$21.9	188,400	D		
Class A Common Stock	09/22/2003		P		900	A	\$21.86	189,300	D		
Class A Common Stock	09/22/2003		P		900	A	\$21.85	190,200	D		
Class A Common Stock	09/22/2003		P		800	A	\$21.84	191,000	D		
Class A Common Stock	09/22/2003		P		100	A	\$21.83	191,100	D		
Class A Common Stock	09/22/2003		P		1,000	A	\$21.82	192,100	D		
Class A Common Stock	09/22/2003		P		900	A	\$21.79	193,000	D		
Class A Common Stock	09/22/2003		P		300	A	\$21.75	193,300	D		
Class A Common Stock	09/22/2003		P		100	A	\$21.7	193,400	D ⁽¹⁾		
Class A Common Stock								1,621,100	I	Indirect ⁽²⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security or (Instr. 3) P	Conversion or Exercise Price of Derivative Decurity	3. Transaction Ta Date (Month/Day/Year)	iffe Premeriva Execution Date, if any (e.g., p (Month/Day/Year)	titye S Transi Utsije(8)	ecu action (alls	Acqu (A) o Dispe	rities iired r osed) . 3, 4	ifethtesis Expiration Da Qaphiamsy/f	igsed₽of, te anvertib	Underl Deriva	ying	y Cyripa eta 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)
Security or (Instr. 3)	conversion r Exercise rice of	3. Transaction Date (Month/Day/Year) Reporting Person*	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa E08ê 8)	ction (Instr.		ired	6. Date Exerc Exfiration Da MSfrifiDagry	isable and tExpiration edate	Amour Securi Underl Deriva		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4
(Last) 1515 BROA		(First)	(Middle)		_ 	Dispo	osed) r. 3, 4			and 4)	Amount or		Reported Transaction(s) (Instr. 4)	
(Street) NEW YOR	RK	NY	10036	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares			
(City)		(State)	(Zip)											
1. Name and A		Reporting Person*												
(Last) 200 ELM S		(First)	(Middle)											
(Street) DEDHAM		MA	02026											
(City)		(State)	(Zip)											
		Reporting Person*	S INC /MD/		_									
(Last) 200 ELM S		(First)	(Middle)											
(Street) DEDHAM		MA	02026		_									
(City)		(State)	(Zip)											
		Reporting Person* MNER M												
(Last) C/O VIACO 1515 BROA	OM INC.	(First)	(Middle)											
(Street) NEW YOR	eK	NY	10036											
-					- 1									

11. Nature of Indirect Beneficial Ownership

(Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1515 BROADWAY

(Last)

(Street)
NEW YORK

(City)

VIACOM INTERNATIONAL INC /DE/

(Middle)

10036

(Zip)

(First)

NY

(State)

^{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

By: Sumner M. Redstone,
Chairman & President

By: Sumner M. Redstone,
Chairman & CEO

By: Sumner M. Redstone

O9/24/2003

By: Sumner M. Redstone

O9/24/2003

By: Michael D. Fricklas,
Executive Vice President

Date

** Signature of Reporting Person

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

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.

^{*} 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).