FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPR | OVAL |
|-----------------------|-----------|
| OMB Number: | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* VIACOM INC | | | | | | | | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|--|--|-----------------|--|---|----------------------------------|---------------------------------|---|--------------|---|--|---------|--------------------|--|----------------|-----------|---|---|---|---|--|--|--|
| VIACONI INC | | | | | | | | | | | | | | | | | | ctor | | X 10% C | | |
| (Last) 1515 BR | (F OADWAY | First) (Middle) | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/02/2003 | | | | | | | | | | belov | er (give title w) | | below) | (specify | |
| | | | | | | 4. If a | Amen | dment, | , Date o | f Origina | l Filed | d (Month/Da | ay/Ye | ear) | | 6. Indi Line) | vidual o | r Joint/Group | o Filir | ng (Check A | pplicable | |
| (Street) NEW YC | ORK N | KK NY 10036 | | | | | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (S | tate) | (2 | Zip) | | | | | | | | | | | | | 1 013 | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | | |
| Date | | | | Date | ransaction e nth/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | | | | I (A) (| or and | Securi Benefic Owned | 5. Amount of Securities Beneficially Owned Following | | | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | | Code | v | Amount | | (A) or (D) | | rico Trar | | eported ransaction(s) nstr. 3 and 4) | | | (Instr. 4) | |
| Class A C | Common St | ock | | | 09/02/ | 09/02/2003 | | | | | | 16,000 | | A | \$20.49 | | 1,124,500 | | I | | Indirect ⁽¹⁾ | |
| Class A C | Common St | ock | | | 09/02/ | | | | P | | 22,000 | 22,000 | | \$20.5 | | 1,146,500 | | I | | Indirect ⁽¹⁾ | | |
| Class A Common Stock | | | | | 09/02/ | 09/02/2003 | | | | P | | 5,000 | | A | \$20.54 | | 1,151,500 | | I | | Indirect ⁽¹⁾ | |
| Class A Common Stock 09/ | | | | | 09/02/ | 2003 | | | | P | | 300 | | A | \$20.57 | | 1,151,800 | | I | | Indirect ⁽¹⁾ | |
| Class A Common Stock | | | | | 09/02/ | 09/02/2003 | | | | | | 1,000 | | A | \$20.59 | | 1,152,800 | | I | | Indirect ⁽¹⁾ | |
| Class A Common Stock | | | | | 09/02/ | | | P | | 3,000 | | A | \$20.79 | | 1,155,800 | | I | | Indirect ⁽¹⁾ | | | |
| Class A Common Stock 09/02 | | | | | 09/02/ | 2003 | | | | P | | 500 | | A | \$2 | \$20.86 1,1 | | 156,300 | | I | Indirect ⁽¹⁾ | |
| Class A Common Stock 09/02 | | | | | 09/02/ | 2003 | | | | P | | 200 | | A | \$2 | 20.88 | 1,1 | 156,500 | | I | Indirect ⁽¹⁾ | |
| Class A Common Stock 09/02/2 | | | | | 2003 | | | | P | | 200 | | A | \$2 | 0.94 | 1,156,700 | | I | | Indirect ⁽¹⁾ | | |
| Class A Common Stock 09/02/2 | | | | | 2003 | .003 | | | P | | 100 | | A | \$2 | 0.95 | 1,156,800 | | I | | Indirect ⁽¹⁾ | | |
| Class A Common Stock 09/02/2 | | | | | 2003 | | | | P | | 800 | | A | \$2 | 20.96 | 1,1 | 157,600 | | I | Indirect ⁽¹⁾ | | |
| Class A Common Stock 09/02/2 | | | | | | 2003 | | | | P | | 600 | | A | \$20.97 | | 1,158,200 | | I | | Indirect ⁽¹⁾ | |
| Class A Common Stock 09/02/2 | | | | | | 2003 | | | | P | | 300 | | A | \$21 | | 1,158,500 | | | I | Indirect ⁽¹⁾ | |
| | | | Та | | _ | | | | | | - | sed of, onvertib | _ | | | | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Date | 3. Transaction Date (Month/Day/Year) | 3A. Deem Execution if any (Month/D | ned n Date, | 4. Transac Code (II 8) | tion | 5. Number of | | 6. Date Exercis Expiration Dat (Month/Day/Ye | | sable and | 7. Title and Amount of Securities Underlying Derivative Security (Instrand 4) | | d f | 8. P Der Sec (Ins | Price of rivative curity str. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Owne Form: Direct or Ind (I) (Ins | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | valenation of Personners: | | | | | Code | v | (A) | (D) | Date Exercisa | | Expiration Date | Titl | or Nu of | ımbe | | | | | | | |

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**

09/03/2003

** Signature of Reporting Person

Date

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).