FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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(h)

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) Director X 10% Owner				
(Last) (First) (Middle) 1515 BROADWAY					3. Date of Earliest Transaction (Month/Day/Year) 09/25/2003							Offi bel	cer (give title ow)	Other below	(specify)		
(Street) NEW YORK NY 10036				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person										son		
(City)	(St	ate) (Zip)														
		Tabl	e I - Non-Deri	vative \$	Securit	ies Ac	quired	, Dis	posed of	f, or Be	neficia	ally Owr	ed				
1. Title of Security (Instr. 3)			Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		5)			d Secu Bene Owne Repo	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	V	Amount	(A) or (D)	Price	Trans (Insti	action(s) . 3 and 4)				
Class A C	Common Sto	ock	09/2	5/2003			P		1,000	A	\$22	.2 3	324,400	D			
Class A C	Common Sto	ock	09/2	5/2003			P		3,100	A	\$22.	19 3	327,500	D			
Class A C	Common Sto	ock	09/2	5/2003			P		600	A	\$22.	15 3	328,100	D			
Class A Common Stock			09/2	09/25/2003			P		500	A	\$22.	14 3	328,600	D			
Class A Common Stock			09/2	09/25/2003			P		300	A	\$22.	12 3	328,900	D			
Class A Common Stock			09/2	09/25/2003			P		500	A	\$22.	11 3	329,400	D			
Class A Common Stock			09/2	09/25/2003			P		900	A	\$22	.1 3	330,300	D			
Class A C	Common Sto	ock	09/2	5/2003			P		1,100	A	\$22.	08 3	331,400	D			
Class A C	Common Sto	ock	09/2	5/2003			P		2,200	A	\$22.	01 3	33,600	D			
Class A C	Common Sto	ock	09/2	5/2003			P		31,800	A	\$2	2 3	865,400	D			
Class A Common Stock			09/2	09/25/2003			P		2,800	A	\$21.	99 3	868,200	D			
Class A Common Stock			09/2	09/25/2003			P		100	A	\$21.	98 3	868,300	D			
Class A Common Stock			09/2	09/25/2003			P		1,600	A	\$21.	95 3	869,900	D			
Class A Common Stock			09/2	09/25/2003			P		1,200	A	\$21.	93 3	371,100	D			
Class A Common Stock			09/2	09/25/2003			P		3,400	A	\$21.	92 3	374,500	D			
Class A Common Stock			09/2	09/25/2003			P		6,400	A	\$21	.9 3	880,900	D			
Class A Common Stock			09/2	09/25/2003			P		400	A	\$21.	89 3	81,300	D			
Class A Common Stock				09/25/2003			P		400	A	\$21.	88 3	81,700	D			
Class A Common Stock				09/25/2003					2,900	A	\$21.	85 3	884,600	D			
Class A Common Stock				09/25/2003					2,300	A \$21.84		386,900		D			
Class A Common Stock				09/25/2003					1,500	A	\$21	.8 3	888,400	D ⁽¹⁾			
Class A C	Common Sto	ock										1,	621,100	I	Indirect ⁽²⁾		
		Та	ıble II - Deriva (e.g., p						osed of, o			y Owne	d	,			
Derivative Conversion Date Executi Security Or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year)	on Date, Transact Code (In:		ion of		Exerci on Da Day/Yo	te ear)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	/ (A)	(D)	Date Exercisa	able	Expiration Date	O N O	amount or lumber of Shares						

1. Name and Address of VIACOM INC	of Reporting Person*						
(Last) 1515 BROADWAY	(First)	(Middle)					
(Street) NEW YORK	NY	10036					
(City)	(State)	(Zip)					
Name and Address of Reporting Person* NAIRI INC							
(Last) 200 ELM STREET	(First)	(Middle)					
(Street) DEDHAM	MA	02026					
(City)	(State)	(Zip)					
Name and Address of Reporting Person* 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)	(First)	(Middle)					
C/O VIACOM INC 1515 BROADWAY							
(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:

Remarks:

By: Michael D. Fricklas, Executive Vice President	09/29/2003
By: Sumner M. Redstone, Chairman & President	09/29/2003
By: Sumner M. Redstone, Chairman & CEO	09/29/2003
By: Sumner M. Redstone	09/29/2003

^{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.

By: Michael D. Fricklas, **Executive Vice President**

** Signature of Reporting Person Date

09/29/2003

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.

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.