(City)

(State)

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

> > 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Spouse

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

NAIRI, Inc.(3)

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

	(-)				or	Secti	ion 30(h) of th	ne Inves	stment	Company Act	of 1940				•			
1. Name a	nd Address of	Reporting Person*									ing Symbol					ip of Reportin	ıg Per	son(s) to Is	ssuer
REDS	<u> FONE SU</u>	<u>IMNER M</u>			V	iaco	m Inc	<u>c.</u> ['	VIA, V	/IAB]			X	k all ap Dire	plicable) ctor	Х	10% (Owner
,					-									X		er (give title	-		(specify
(Last)	(F	irst)	(Middle	e)			of Earlie 2007	est Tra	ansactio	on (Mo	nth/Day/Year)			A.	belo	•	C a	below)
1515 BR	OADWAY					0712	2007									Chairman	of the	e Board	
(Street)					4.	If Ame	endmen	ıt, Dat	e of Ori	iginal I	Filed (Month/Da	ay/Year)			vidual o	or Joint/Group	Filin	g (Check A	Applicable
NEW YO	ORK N	Y	10036	5										Line)	For	n filed by One	e Rep	ortina Pers	son
					-									X		m filed by Moi		•	
(City)	(S	tate)	(Zip)												Per	5011			
		Tab	le I -	Non-Deri	vativ	e Se	curiti	es A	cquii	red, I	Disposed o	of, or E	Benefi	cially	Own	ed			
1. Title of	Security (Ins	tr. 3)		2. Transacti	on		Deemed oution Da	ate.	3. Transa	action	4. Securities A			1 5)		nount of		wnership n: Direct	7. Nature
				(Month/Day	(Year)	if any			Code (Instr.		J.opocou c. ((2) (,,,		Bene	icially	(D) ((D) or Indirect (I) (Instr. 4)	
						•		,	-	V		(A) or	Price		Repo		''`	,	(Instr. 4)
									Code	ľ	Amount	(D)	Price		(Inst	r. 3 and 4)	<u> </u>		
Class D C	Common Ct	a alv		06/07/20	007						460 534(1)	_	¢42.	0106(2)	21	600 020		т.	By NAIRI
Class B C	Common St	OCK		06/07/20	JU/				D		469,524 ⁽¹⁾	D	Φ43.	0106(2)	31	,689,938		I	Inc.(3)
Class B (Common St	nck													-	349,529		D	
Citiss B C				-						┢		-	-		 				
Class B (Common St	ock														115		I	By 401(k)
Class B C	Common St	ock														100		I	By Spouse
		Ta	able	II - Deriva	tive S	Secu	ırities	Acc	quire	d, Dis	sposed of,	or Be	neficia	ally O	wned				
				(e.g., p	uts,	calls	s, war	rant	s, op	tions	s, convertib	ole sec	curitie	s)					
1. Title of Derivative	2. Conversion	3. Transaction Date		Deemed cution Date,	4. Trans	action		umbe		ate Ex	ercisable and Date	7. Title			rice of	9. Number o		.0. Ownership	11. Natu
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if any	y nth/Day/Year)	Code 8)	(Instr		ivative urities		nth/Da	y/Year)	Securi Under			urity tr. 5)	Securities Beneficially	0	orm: Direct (D)	Benefici Owners
·	Derivative Security				_		(A)						ty (Instr.	3		Owned Following	0	or Indirect I) (Instr. 4)	(Instr. 4)
							of (i	oosed D)	- 1			and 4)				Reported Transaction	(s)		
							(Ins	tr. 3, 4 5)	·							(Instr. 4)			
								Т					Amour	nt					
										_	F		or Numbe	er					
					Code	v	(A)	(D)	Date Exe	e rcisab	Expiration le Date	Title	of Shares						
1. Name ar	nd Address of	Reporting Person*																	
REDS	TONE SU	JMNER M																	
						_													
(Last)	O A DIMAN	(First)		(Middle)															
1515 BK	OADWAY.																		
(Street)																			
NEW YO	ORK	NY		10036															
-						_													
(City)		(State)		(Zip)															
		Reporting Person*																	
<u>NAIRI</u>	INC																		
(Last)		(First)		(Middle)															
	1 STREET	=7	,																
(Street)																			
DEDHA	M	MA		02026															

ı	Name and Address of Reporting Person* [ATIONAL AMUSEMENTS INC /MD/							
(Last) 200 ELM STRE	(First)	(Middle)						
(Street) DEDHAM	MA	02026						
(City)	(State)	(Zip)						

Explanation of Responses:

- 1. Shares sold to Viacom Inc. (Viacom) pursuant to a previously disclosed agreement among NAIRI, Inc. (NAIRI), National Amusements, Inc. (NAI) and Viacom, pursuant to which NAIRI and NAI participate in Viacom's stock purchase program on a pro-rata basis.
- 2. Calculated in accordance with the terms of the agreement referred to in footnote 1.
- 3. These securities are owned directly by NAIRI, Inc. (NAIRI), but may also be deemed to be beneficially owned by (1) NAIRI's parent corporation, National Amusements, Inc. (NAI) and (2) Sumner M. Redstone, who is the controlling stockholder of NAI.

By: Michael D. Fricklas, Attorney-in-Fact 06/11/2007

By: Jerome Magner, Vice
President

06/11/2007

By: Jerome Magner, Vice President 06/11/2007

** 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.

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.