

SCHEDULE 13D

(Amendment No. 20)

Under the Securities Exchange Act of 1934

SPELLING ENTERTAINMENT GROUP INC.
(Name of Issuer)

Common Stock, Par Value \$.001 Per Share
(Title of Class of Securities)

847807 10 4
(CUSIP Number)

Michael D. Fricklas, Esq.
Viacom Inc.
1515 Broadway
New York, NY 10036
Telephone: (212) 258-6000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 19, 1999
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on
Schedule 13G to report the acquisition which is the subject
of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(b)(3) or (4), check the
following box . Check the following box if a fee is
being paid with this statement .

Page 1 of 11

CUSIP No. 847807 10 4

- (1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
VIACOM INTERNATIONAL INC.

I.R.S. Identification No. 13-3844753

- (2) Check the Appropriate Box if a Member of Group (See Instructions)
 (a) -----
 (b) -----
- (3) SEC Use Only

- (4) Sources of Funds (See Instructions) WC

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e)

- (6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	75,041,881
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	75,041,881

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
75,041,881

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) Approximately 80.72%

(14) Type of Reporting Person (See Instructions) C0

- (1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
VIACOM INC.

I.R.S. Identification No. 04-2949533

- (2) Check the Appropriate Box if a Member of Group (See Instructions)
 (a) -----
 (b) -----
- (3) SEC Use Only -----
- (4) Sources of Funds (See Instructions) WC

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e) -----
- (6) Citizenship or Place of Organization Delaware

- | | | | |
|--------------|-------------------------------|------------|-------|
| ----- | | | |
| Number of | (7) Sole Voting Power | | ----- |
| Shares | | | |
| Beneficially | (8) Shared Voting Power | 75,041,881 | ----- |
| Owned by | | | |
| Each | (9) Sole Dispositive Power | | ----- |
| Reporting | | | |
| Person With | (10) Shared Dispositive Power | 75,041,881 | ----- |
| ----- | | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person
75,041,881

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions) -----
- (13) Percent of Class Represented by Amount in Row (11) Approximately 80.72%
- (14) Type of Reporting Person (See Instructions) C0

- (1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
SUMNER M. REDSTONE

I.R.S. Identification No.

- (2) Check the Appropriate Box if a Member of Group (See Instructions)
 (a) -----
 (b) -----
- (3) SEC Use Only -----
- (4) Sources of Funds (See Instructions) WC

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e) -----
- (6) Citizenship or Place of Organization United States

- | | | | |
|--------------|-------------------------------|------------|--|
| ----- | | | |
| Number of | (7) Sole Voting Power | | |
| Shares | | | |
| Beneficially | (8) Shared Voting Power | 75,041,881 | |
| Owned by | | | |
| Each | (9) Sole Dispositive Power | | |
| Reporting | | | |
| Person With | (10) Shared Dispositive Power | 75,041,881 | |
| ----- | | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person
75,041,881

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions) -----
- (13) Percent of Class Represented by Amount in Row (11) Approximately 80.72%
- (14) Type of Reporting Person (See Instructions) IN

This Amendment No. 20 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on March 7, 1993 by Blockbuster Entertainment Corporation ("BEC"), Blockbuster Pictures Holding Corporation ("Blockbuster"), SEGI Holding Company ("Holding") and Repinvesco, Inc. ("REPI"), as amended (the "Statement"). This Amendment No. 20 is filed with respect to the shares of common stock, par value \$.001 per share (the "Common Stock"), of Spelling Entertainment Group Inc. (the "Issuer"), a Delaware corporation, with its principal executive offices located at 5700 Wilshire Boulevard, Los Angeles, California 90036. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Statement.

Item 3. Source and Amount of Funds or other Consideration.

Item 3 is hereby amended and supplemented as follows:

The potential purchases of Common Stock reported in this Amendment No. 20 and described in Item 4 would be made using working capital of Viacom International Inc.

Item 4 Purpose of Transaction.

On March 19, 1999, Viacom Inc. ("Viacom") delivered to the Board of Directors of the Issuer (the "Board") a letter dated March 19, 1999 (the "Proposal Letter") in which Viacom offered to acquire through a cash merger transaction (the "Proposed Transaction") all the issued and outstanding shares of Common Stock not currently owned by Viacom and its subsidiaries for a purchase price of \$9.00 per share. Viacom anticipates that upon completion of the Proposed Transaction, Viacom will seek to cause the Common Stock to be delisted from trading on the New York Stock Exchange and to cause the termination of registration of the Common Stock pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Act"). The Proposal Letter is attached hereto as Exhibit 99.3 and is incorporated herein by reference in its entirety.

On March 19, 1999, Viacom issued a press release relating to the events described above. Such press release is attached hereto as Exhibit 99.4 and is incorporated herein by reference in its entirety.

Item 5. Interest in Securities of the Issue

Item 5 is amended and supplemented as follows:

- (a) VIACOM INTERNATIONAL INC. is currently the beneficial owner, with shared dispositive and voting power, of 75,041,881 shares, or approximately 80.72% of the issued and outstanding Common Stock of the Issuer. Viacom International Inc. ("International") became the beneficial owner of such shares on March 31, 1998 pursuant to the merger of Holding with and into its parent, Blockbuster, and the subsequent merger of Blockbuster with and into its parent, International, and certain private purchases.
- (b) VIACOM INC. is currently the beneficial owner, with shared dispositive and voting power, of 75,041,881 shares, or approximately 80.72% of the issued and outstanding Common Stock of the Issuer.
- (c) MR. SUMNER M. REDSTONE is currently the beneficial owner, with shared dispositive and voting power, of 75,041,881 shares, or approximately 80.72% of the issued and outstanding Common Stock of the Issuer.

Item 7. Material to be filed as Exhibits.

- 99.1 Agreement among Viacom International Inc., Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).
- 99.3 Proposal Letter, dated March 19, 1999, from Viacom to the Board of the Issuer.
- 99.4 Press Release issued by Viacom on March 19, 1999.

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

March 19, 1999

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

March 19, 1999

VIACOM INC.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President,
General Counsel

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

March 19, 1999

By: _____
Sumner M. Redstone,
Individually

*By: /s/ Philippe P. Dauman

Philippe P. Dauman
Attorney-in-Fact under the
Limited Power of Attorney
filed as Exhibit 99.2 to the
Statement, Amendment No. 11

EXHIBIT INDEX

Exhibit No.	Description
-----	-----
99.1	Agreement among Viacom International Inc., Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).
99.3	Proposal Letter, dated March 19, 1999, from Viacom to the Board of the Issuer.
99.4	Press Release issued by Viacom on March 19, 1999.

Pursuant to Rule 13d-1(f)(1)(iii) of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, each of the undersigned agrees that the statement to which this Exhibit is attached is filed on its behalf.

March 19, 1999

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President

VIACOM INC.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President,
General Counsel

By: *

Sumner M. Redstone,
Individually

*By: /s/ Philippe P. Dauman

Philippe P. Dauman
Attorney-in-Fact under the
Limited Power of Attorney
filed as Exhibit 99.2 to the
Statement, Amendment No. 11

VIACOM
1515 Broadway
New York, NY 10036

Sumner M. Redstone
Chairman of the Board and
Chief Executive Officer

March 19, 1999

Board of Directors
Spelling Entertainment Group Inc.
5700 Wilshire Boulevard
Suite 575
Los Angeles, CA 90036

Gentlemen:

Viacom Inc. ("Parent") is pleased to offer to acquire the equity interest represented by all of the outstanding common stock, par value \$.001 per share, of Spelling Entertainment Group Inc. (the "Company") not currently owned by Parent (the "Shares"). The principal terms of our offer are as follows:

1. Parent would acquire the Shares in a merger transaction pursuant to which the Company would merge with a wholly-owned subsidiary of Parent and each holder of a Share would receive cash in the amount of \$9.00 per Share. All employee stock options would be accelerated upon closing of the merger and be redeemed for the difference between the exercise price and the merger consideration.
2. Consummation of the merger would be subject to approval of the independent directors of the Company, as described below, as well as approval by the Board of Directors of the Company and such other terms and conditions as are customary for a transaction of this type. A proposed draft of a merger agreement is enclosed with this letter.

We assume that the two independent directors of the Company, Mr. John L. Muething and Mr. William M. Haber, will constitute a special committee to consider our offer and that such special committee will retain its own financial and legal advisors to assist in its deliberations and negotiation of the merger agreement.

2

We believe that our offer is fair to, and in the best interests of, the Company and its public stockholders. The proposed acquisition price is equivalent to a 33% premium over the price of the Shares on the New York Stock Exchange at the close of business on March 18, 1999.

In considering our proposal, you should be aware that we are interested only in acquiring the publicly held shares at this time, and are not interested in selling our interest in the Company.

We believe that this is an opportunity to make the Company an even more important part of the Parent family. The transaction will allow us to maintain and enhance the Spelling Television and Big Ticket organizations as a part of our Entertainment Group with Mr. Aaron Spelling becoming the Chairman of the Company after the merger. Although certain employees may be adversely affected by the integration of certain staff, sales and back-office functions, we have an excellent track record in treating employees in that situation fairly and will do our best to find job opportunities for them within the Viacom organization. We understand the importance of maintaining the Spelling organization through the transition and will work diligently with you to do so.

We hope you will give this proposal your prompt attention. We are available to meet with you to discuss this proposal at your convenience.

Very truly yours,

/s/ Sumner M. Redstone

Enclosure

VIACOM OFFERS TO PURCHASE FULL OWNERSHIP OF
SPELLING ENTERTAINMENT

Will operate Spelling under the umbrella of the Viacom Entertainment Group

New York, NY, March 19, 1999 -- Viacom Inc. (Amex: VIA and VIAB) announced today that it has offered to purchase the remaining shares of Spelling Entertainment Group Inc. (NYSE, PE: SP) that it doesn't already own for \$9 in cash per share in a merger transaction. Viacom currently holds 80% of Spelling's common stock.

The proposal, approved by Viacom's board of directors, is contingent on approval of Spelling's independent directors. Viacom anticipates that Spelling will form a special committee of independent directors to evaluate the Viacom proposal and that the special committee will retain separate financial and legal advisors.

Viacom intends to operate Spelling and its Big Ticket Television unit under the umbrella of the Viacom Entertainment Group, consolidating certain sales and back-office functions with those of its Paramount Television Group.

Sumner Redstone, Chairman and CEO of Viacom, said, "Having completed a strategic refocusing on its core television business, Spelling is a perfect fit with Viacom's entertainment businesses. Under legendary producer Aaron Spelling's leadership, the company had produced some of television's most enduring hit shows. Now, by fully integrating Spelling into the Viacom family, with the efficiencies and economies of scale we can bring to bear, both Spelling's and Paramount's operations will be greatly enhanced. Together with Paramount Television Group, Viacom's television operations will now have nearly 50 hours per week on the air -- an outstanding portfolio of television product."

Spelling Entertainment Group Inc. is a leading producer and distributor of television and film entertainment. The Company is one of the largest producers of television programming, controlling approximately 10,000 hours of programming for worldwide distribution.

Viacom Inc. is one of the world's largest entertainment companies and is a leading force in nearly every segment of the international media marketplace. The operations of Viacom include Blockbuster, MTV Networks, Paramount Pictures, Paramount Television, Paramount Parks, Showtime Networks, Simon & Schuster, 19 television stations, and movie screens in 12 countries. In addition to its 80 percent ownership of Spelling Entertainment Group, Viacom has half-interests in Comedy Central, UPN and UCI. National Amusements, Inc., a closely held corporation which operates approximately 1,300 screens in the U.S., the U.K. and South America, is the parent company of Viacom. More information about Viacom is available at the Company's Web site located at <http://www.viacom.com>.

Contacts:

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