SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

(Last) (First) (Middle) 1515 BROADWAY Director X 10% Owner Officer (give title below) Director X 10% Owner (Street) Other (specify below) 6. Individual or Joint/Group F NEW YORK NY 10036 Form filed by One Re (City) (State) (Zip) Form filed by More th Table I - Non-Derivative Securities Beneficially Owned 3. Ownership Form filed by More th 1. Title of Security (Instr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Class A Common Stock, par value \$0.01 per share 525,929 I By DreamWorks LLC ⁽¹⁾⁽²⁾ Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 4. Conversion 5. Ownership 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and S. Title and Amount of Securities 4. Ownership 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and S. Title and Amount of Securities 4. Ownership											
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(Breed) NEW YORK NY 10036 piecos) (City) C		(Middle)			(Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)			
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	(Stat	ate) (Zip)									
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Viacom International Inc.					
(Last) 1515 BROADWAY	(First)	(Middle)			
(Street) NEW YORK	NY	10036			
(City)	(State)	(Zip)			
1. Name and Address of <u>NAIRI INC</u>	Reporting Person*				
(Last) 200 ELM STREET	(First)	(Middle)			
(Street) DEDHAM	МА	02026			
(City)	(State)	(Zip)			
1. Name and Address of NATIONAL AM	Reporting Person [*] IUSEMENTS IN	IC /MD/			
(Last) 200 ELM STREET	(First)	(Middle)			
(Street) DEDHAM	МА	02026			
(City)	(State)	(Zip)			
1. Name and Address of <u>REDSTONE SU</u>					
(Last) 200 ELM STREET	(First)	(Middle)			
(Street) DEDHAM	MA	02026			
(City)	(State)	(Zip)			
1. Name and Address of DreamWorks LL					
(Last) 100 UNIVERSAL P BUILDING 5121	(First) PLAZA	(Middle)			
(Street) UNIVERSAL CITY	CA	91608			
(City)	(State)	(Zip)			

Explanation of Responses:

1. Substantially all of the outstanding limited liability company interests of DreamWorks LLC are owned by DW One Corp. and DW Two Corp., which are each wholly owned subsidiaries of DW LLC. DW LLC is a wholly owned subsidiary of Viacom International Inc., which is a wholly owned subsidiary of Viacom Inc. (Viacom). Approximately 71% of Viacom's voting Class A Common Stock is owned by NAIRI, Inc., which is a wholly owned subsidiary of National Amusements, Inc., of which Sumner M. Redstone is the controlling shareholder.

2. The 525,929 shares of Class A Common Stock represent approximately 0.5% of DreamWorks Animation SKG, Inc.'s (DWA) issued and outstanding common stock. Because Viacom has agreed to certain restrictions on its ability to dispose of these 525,929 shares of Class A Common Stock, Viacom and certain of its affiliates may be considered members of an existing group of DWA stockholders that, in the aggregate, holds approximately 59.7% of DWA's issued and outstanding common stock. By virtue of Viacom's becoming a member of this group, Viacom and certain of its affiliates may be deemed to share the power to dispose of the shares of DWA common stock held by the members of the group. Viacom and each other person filing this Form 3 expressly disclaims any beneficial ownership of any such shares (other than the 525,929 shares of Class A Common Stock owned of record by DreamWorks LLC).

Remarks:

<u>By: Michael D. Fricklas,</u> Executive Vice President	<u>02/23/2006</u>
<u>By: Michael D. Fricklas,</u> <u>Executive Vice President</u>	02/23/2006
By: Michael D. Fricklas,	02/23/2006

Executive Vice President	
<u>By: Michael D. Fricklas,</u> <u>Executive Vice President</u>	<u>02/23/2006</u>
<u>By: Sumner M. Redstone,</u> <u>Chairman and President</u>	<u>02/23/2006</u>
<u>By: Sumner M. Redstone,</u> <u>Chairman and Chief Executive</u> <u>Officer</u>	<u>02/23/2006</u>
<u>/s/ Redstone, Sumner M</u>	<u>02/23/2006</u>
<u>By: Brian Edwards, Vice</u> <u>President</u>	<u>02/23/2006</u>
** Signature of Reporting Person	Date

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

 \ast If the form is filed by more than one reporting person, see Instruction 5 (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.