

**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

1. Name and Address of Reporting Person* <u>Viacom Inc.</u> <hr/> (Last) (First) (Middle) 1515 BROADWAY <hr/> (Street) NEW YORK NY 10036 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/31/2006	3. Issuer Name and Ticker or Trading Symbol <u>DreamWorks Animation SKG, Inc. [ DWA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$0.01 per share	525,929	I	By DreamWorks LLC <sup>(1)(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Viacom Inc.</u> <hr/> (Last) (First) (Middle) 1515 BROADWAY <hr/> (Street) NEW YORK NY 10036 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>DW One Corp.</u> <hr/> (Last) (First) (Middle) 1515 BROADWAY <hr/> (Street) NEW YORK NY 10036 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>DW Two Corp.</u> <hr/> (Last) (First) (Middle) 1515 BROADWAY <hr/> (Street) NEW YORK NY 10036 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
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Viacom International Inc.

(Last) (First) (Middle)

1515 BROADWAY

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

NAIRI INC

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

NATIONAL AMUSEMENTS INC /MD/

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

REDSTONE SUMNER M

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

DreamWorks LLC

(Last) (First) (Middle)

100 UNIVERSAL PLAZA  
BUILDING 5121

(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:**

By: Michael D. Fricklas,  
Executive Vice President

02/23/2006

By: Michael D. Fricklas,  
Executive Vice President

02/23/2006

By: Michael D. Fricklas,

02/23/2006

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