FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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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(b).

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* REDSTONE SUMNER M			er Name and Ticke						ationship of Reportir k all applicable) Director	X 10% (Owner	
(Last) (First) (1515 BROADWAY	3. Date 12/08/	of Earliest Transa 2005	ction (M	1onth/	Day/Year)	X	Officer (give title Other (specify below) Chairman & CEO					
(Street) NEW YORK NY 1	10036	4. If Am	endment, Date of	Origina	l Filed	(Month/Day/	Line)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City) (State) (Zip)					Person						
	e I - Non-Derivati				Dis	_				1		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/	/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			5)		. 3, 4 and	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	٧	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Class B common stock	12/08/20	005		S ⁽¹⁾		2,700	D	\$34.38	231,256	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		1,100	D	\$34.39	230,156	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		4,600	D	\$34.4	225,556	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		5,500	D	\$34.41	220,056	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		6,700	D	\$34.42	213,356	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		1,900	D	\$34.43	211,456	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		2,400	D	\$34.44	209,056	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		6,900	D	\$34.45	202,156	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		4,500	D	\$34.46	197,656	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		2,700	D	\$34.47	194,956	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		8,358	D	\$34.48	186,598	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		6,800	D	\$34.49	179,798	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		3,600	D	\$34.5	176,198	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		4,400	D	\$34.51	171,798	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		2,100	D	\$34.52	169,698	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		400	D	\$34.55	169,298	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		1,000	D	\$34.56	168,298	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		700	D	\$34.58	167,598	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		2,400	D	\$34.59	165,198	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		700	D	\$34.6	164,498	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		3,300	D	\$34.61	161,198	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		3,000	D	\$34.62	158,198	D		
Class B common stock	12/08/20	005		S ⁽¹⁾		3,200	D	\$34.63	154,998	D		
Class B common stock									265	I	By 401(k)	
Class B common stock									80,782,541	I	By NAIRI, Inc. ⁽²⁾	
Class B common stock									200	I	By Spouse	
Ta	ıble II - Derivative	e Seci	urities Acquii	red, D	ispo	sed of, or	Benef	icially O	wned			

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Perivative	3. Transaction Ta Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	Grengeriva Execution Date, if any (e.g., p (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	tive Securi Transaction Usue Qasts, 8) 4. Transaction Code (Instr. 8)		Securities		if chief regisate of, Expiration bate option bate option by reapvertib 6. Date Exercisable and Expiration Date (Month/Day/Year)		OF Bignericiall Amount of Ilamount of Ilam		(Instr. 5)	Beneficially 9.Wifflber of fiellowing Securices Fanciany(s) United)	10. Ownership Form: Direct (D) og Indirect Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership Indirect Beneficial Ownership (Instr. 4)
				Code	v	Dispo of (D) (Instr and 5	3, 4	Date Exercisable	Expiration Date	and 4) Title	Amount or Number of		Following Reported Transaction(s) (Instr. 4)	(7) (541.4)	
Explanation of Responses:		es:									Or				

[|] Number | N

By: /s/ Michael D. Fricklas,

12/12/2005

Attorney-in-Fact

** 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.

^{2.} These securities are owned directly by NAIRI Inc., 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.