FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
|-------------|------|-------|
| | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5

1. Name and Address of Reporting Person*

NATIONAL AMUSEMENTS INC /MD/

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden r response: 0.5

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

By **Spouse**

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

NAIRI, Inc.(3)

| | tions may contil tion 1(b). | nue. See | | Fil | | | | | | | | | ties Exchanç | | of 1934 | | | hours | per resp | ponse: | 0 |
|---|---|--|--------|--|---|--|---------|---------------|-----------|---------------------------------------|-------------|------|---|---|--------------------------------------|---|------------------------------|--|------------------------------|--|--|
| | | Reporting Person* | | | 2. | Issue | er Na | ame ar | nd Ti | | r Trad | ling | mpany Act o | of 1940 | | (Check | all app | ip of Reportin plicable) | | . , | |
| (Last) (First) (Middle) 1515 BROADWAY | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/10/2007 | | | | | | | | | X | Officer (give t | | X of the | Other below) | (specify | | |
| (Street) NEW YORK NY 10036 | | | 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person | | | | | | | | |
| (City) | (S | | (Zip) | | | | | | | | | | | | | | | | | | |
| 1 Title of | Security (Ins | | le I - | Non-Deri | | _ | Dee | | _ | cquir 3. | ed, I | _ | Sposed o | | | cially | _ | ed nount of | 6 Ow | nership | 7. Natur |
| I. Hac or | occurry (mo | 3) | | Date (Month/Day | | Exe if a | cutiony | on Date | e, ar) | Transa Code (8) | | Di | sposed Of (I | | | 5) | Secu Bene Owne Repo | rities ficially ed Following | Form: | : Direct Indirect | of Indire Benefici Ownersi (Instr. 4) |
| Class B (| Common Ste | ock | | 09/10/20 | 007 | | | | | Code D | ľ | | 68,241 ⁽¹⁾ | (D) | | 1445 ⁽²⁾ | Ť | . 3 and 4) ,009,219 | | I | By NAIRI |
| Class B (| Common Sto | nck | | | | | | | \dashv | | | H | | | | | | 41,398 | | D | Inc. ⁽³⁾ |
| | Common Sto | | | | | | | | | | | | | | | | | 100 | | I | By Spouse |
| | | Ta | able I | II - Deriva | | | | | | | | | osed of, convertib | | | | vned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Conversion Date (Month/Day/Year) Price of Derivative | | Execution Date, if any | | 4. Transaction Code (Instr 8) | | | | 6. Date Ex Expiration (Month/Da | | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | 8. Price of Derivative Security (Instr. 5) | | 9. Number of derivative Securities Beneficially Owned Following Reported Transactions (Instr. 4) | Ov Fo Dii or (I) | wnership orm: rect (D) Indirect (Instr. 4) | 11. Natu of Indire Benefici Ownersi (Instr. 4) |
| | | | | | Code | e V | | (A) | (D) | Date Exer | e rcisab | | Expiration Date | Title | Amoun or Numbe of Shares | r | | | | | |
| | | Reporting Person* JMNER M | | | | | | | | | | | | | | | | | | | |
| (Last) 1515 BR | OADWAY | (First) | (| (Middle) | | | | | | | | | | | | | | | | | |
| (Street) | ORK | NY | : | 10036 | | | | | | | | | | | | | | | | | |
| (City) | | (State) | (| (Zip) | | | | | | | | | | | | | | | | | |
| 1. Name a | | Reporting Person* | | | | | | | | | | | | | | | | | | | |
| (Last) 200 ELM | M STREET | (First) | (| (Middle) | | | | | | | | | | | | | | | | | |
| (Street) DEDHA | М | MA | (| 02026 | | | | | | | | | | | | | | | | | |
| (City) | | (State) | (| (Zip) | | | | | | | | | | | | | | | | | |

| (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.

Remarks:

By: Michael D. Fricklas,
Attorney-in-Fact

By: Richard J. Sherman, Vice
President

09/12/2007

<u>By: Richard J. Sherman, Vice</u> <u>President</u> <u>09/12/2007</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 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.