

REDSTONE SUMNER M
Form 4
October 08, 2004

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
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VIACOM INC

(Last) (First) (Middle)

1515 BROADWAY,

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BLOCKBUSTER INC [BBI]

3. Date of Earliest Transaction
(Month/Day/Year)

10/06/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Class A Common Stock | 10/06/2004 | | J ⁽¹⁾ | 72,000,000 | D <u>(1)</u> 0 | D ⁽²⁾ | |
| Class B Common Stock | 10/06/2004 | | J ⁽¹⁾ | 72,000,000 | D <u>(1)</u> 0 | D ⁽²⁾ | |

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VIACOM INC 1515 BROADWAY NEW YORK, NY 10036 | | X | | |
| NAIRI INC 200 ELM STREET DEDHAM, MA 02026 | | X | | |
| NATIONAL AMUSEMENTS INC /MD/ 200 ELM STREET DEDHAM, MA 02026 | | X | | |
| REDSTONE SUMNER M C/O VIACOM INC. 1515 BROADWAY NEW YORK, NY 10036 | X | X | | |

Signatures

By: Michael D. Fricklas, Executive Vice President
10/08/2004

Signature of Reporting Person Date

By: Sumner M. Redstone, Chairman & President
10/08/2004

Signature of Reporting Person Date

By: Sumner M. Redstone, Chairman & CEO
10/08/2004

Signature of Reporting Person Date

By: Sumner M. Redstone
10/08/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Disposed of pursuant to an exchange offer by Viacom Inc. (Viacom) pursuant to which Viacom exchanged 2.575 shares of each of the Issuer's Class A common stock and Class B common stock for each share of Viacom Class A common stock (VIA) or Viacom Class B common stock (VIAB) tendered and accepted in the exchange on the morning of October 6, 2004. The closing prices of VIA and VIAB on the NYSE on October 5, 2004, the expiration date of the exchange offer were, respectively, \$35.91 and \$35.45.

Prior to disposition, these securities were owned directly by Viacom, but may also be deemed to have been beneficially owned by (1) (2) NAIRI, Inc. (NAIRI), which owns approximately 71% of Viacom's voting stock, (2) NAIRI's parent corporation, National Amusements, Inc. (NAI) and (3) Sumner M. Redstone, who is the controlling stockholder of NAI.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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