

REDSTONE SUMNER M
Form 4
October 07, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

10/05/2004

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	10/05/2004		C	72,000,000	A \$ 0 72,000,000	D ⁽¹⁾	
Class B Common Stock					72,000,000	D ⁽¹⁾	

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: REDSTONE SUMNER M - Form 4

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock ⁽¹⁾	\$ 0	10/05/2004		C	72,000,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	72,000,

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		
VIACOM INTERNATIONAL INC /DE/ 1515 BROADWAY NEW YORK, NY 10036		X		

Signatures

By: Michael D. Fricklas, Executive Vice
President 10/07/2004

 **Signature of Reporting Person Date

By: Sumner M. Redstone, Chairman &
President 10/07/2004

 **Signature of Reporting Person Date

By: Sumner M. Redstone, Chairman & CEO 10/07/2004

 **Signature of Reporting Person Date

Edgar Filing: REDSTONE SUMNER M - Form 4

By: Sumner M. Redstone

10/07/2004

__Signature of Reporting Person

Date

By: Michael D. Fricklas, Executive Vice
President

10/07/2004

__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).

- On October 1, 2004, joint reporting person Viacom International Inc. transferred 144 million shares of Blockbuster Inc. Class B common stock (the Class B Stock) to its sole stockholder and joint reporting person, Viacom Inc. (Viacom). On October 5, 2004, Viacom converted 72 million shares of the Class B Stock on a one-for-one basis into 72 million shares of Blockbuster Class A common stock. The
- (1) 72 million shares of Class B Stock remaining after the conversion described in the preceding sentence are no longer convertible and are now reflected on Table I of this report. These securities are owned directly by Viacom, but may also be deemed to be beneficially owned by (1) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.