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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. P
Share Forward Transaction	(1) (2) (3)	05/02/2005		X(5)	0.1 (1) (2) (3)	(6) (6)	Common Stock	100,000 \$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDSTONE SUMNER M 200 ELM STREET DEDHAM, MA 02026			X	

## Signatures

By: Tad Jankowski, Attorney in Fact for Sumner Redstone, Power of Attorney

05/03/2005

\_\_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).

- This Report on Form 4 relates to the partial settlement of a share forward transaction (the "Forward Transaction") that the Reporting Person entered into on June 9, 2004 (the "Trade Date") with an unrelated third party (the "Buyer") and with respect to which the Reporting Person filed a Form 4 with the SEC on June 14, 2004. The Forward Transaction covered an aggregate of 1,000,000 shares of the Issuer and is to be settled in 10 equal tranches, each relating to 100,000 shares (each such amount, the "Reference Amount" for the relevant settlement date). The Forward Transaction specifies a "Contingency Price" of \$32.10 per share and a "Forward Floor Price" of \$24.41 per share. On each settlement date, the Reporting Person, unless he has elected cash settlement as described in the following sentence, will deliver to Buyer: (i) if the "Settlement Price" (a market-based price as determined under the terms of the Forward Transaction) for such settlement date is greater than the
- (1) Contingency Price, a number of shares equal to the Reference Amount; and (ii) if the Settlement Price is less than or equal to the Contingency Price, a number of shares equal to the Reference Amount plus an additional number of shares (the "Contingently

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Cash-Settled Delivery Amount") equal to (a) the Reference Amount multiplied by (b) the lesser of (x) the Contingency Price minus the Settlement Price and (y) the excess of the Contingency Price over the Forward Floor Price, divided by (c) the Settlement Price (except that if the Settlement Price is less than or equal to \$10.00, the Reporting Person shall deliver the Reference Amount of shares and make a cash payment to the Buyer in respect of the Contingently Cash-Settled Delivery Amount). In lieu of delivering shares, the Reporting Person may elect cash settlement for any tranche. The Reporting Person received a prepayment from Buyer in the amount of \$32,100,000 within 3 business days of the Trade Date, which proceeds the

- Reporting Person used for investment purposes. Pursuant to the foregoing arrangements, the Reporting Person will deliver to the Buyer
- (3) 100,000 shares of Common Stock and make a cash payment of \$667,000 within 3 business days of May 02, 2005, in connection with the settlement of the third tranche of the Forward Transaction.
  - (4) Reporting Person(RP) disclaims beneficial Ownership of 7,900 shares owned by his wife at time of marriage. This report shall not be deemed an admission that RP is beneficial owner of such securities for purposes of Section 16 or for any other reasons.
  - (5) Transaction Code K also applies to this transaction reported herein.

The Transaction will be settled in ten equal tranches of 100,000 shares of Common Stock three business days after each of the following:

- (6) March 23, 2005; March 30, 2005; May 2, 2005; May 9, 2005; June 6, 2005; June 13, 2005; July 7, 2005; August 8, 2005; August 11, 2005; and August 16, 2005

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.