DreamWorks Animation SKG, Inc. Form SC 13G/A February 06, 2007

#### UNITED STATES

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

DreamWorks Animation SKG, Inc. (Name of Issuer)

Class A Common Stock, Par Value \$.01 Per Share (Title of Class of Securities)

26153 10 3 (CUSIP Number)

November 15, 2006 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

O Rule 13d-1(b)

- X Rule 13d-1(c)
- O Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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# Edgar Filing: DreamWorks Animation SKG, Inc. - Form SC 13G/A

#### SCHEDULE 13G

**CUSIP No.** 26153 10 3

#### NAME OF REPORTING PERSONS

#### I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

SUMNER M. REDSTONE CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) O

(b) O SEC USE ONLY

3

4

# CITIZENSHIP OR PLACE OF ORGANIZATION

United States		
NUMBER OF		SOLE VOTING POWER
	5	
SHARES		0
		SHARED VOTING POWER
BENEFICIALLY	6	
		525,929 (See Item 4)
OWNED BY		SOLE DISPOSITIVE POWER
	7	
EACH		0
		SHARED DISPOSITIVE POWER
REPORTING		
	2	525,929 (See Item 4)
PERSON	8	

PERSON

# WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 525,929 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See 0 Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 12

IN

CUSIP No. 26153 10 3

NAME OF REPORTING PERSONS

#### I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

NATIONAL AMUSEMENTS, INC.

I.R.S. Identification No. 04-2261332 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) O

(b) O SEC USE ONLY

CO

3

#### CITIZENSHIP OR PLACE OF ORGANIZATION

4		
Maryland		
NUMBER OF		SOLE VOTING POWER
	5	
SHARES		0
		SHARED VOTING POWER
BENEFICIALLY	6	
		525,929 (See Item 4)
OWNED BY		SOLE DISPOSITIVE POWER
	7	
EACH		0
		SHARED DISPOSITIVE POWER
REPORTING		
		525,929 (See Item 4)
PERSON	8	
LICOT		

#### 

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#### CUSIP No. 26153 10 3

NAME OF REPORTING PERSONS

#### I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

NAIRI, INC.

#### I.R.S. Identification No. 04-3446887 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) O

(b) O SEC USE ONLY

3

#### CITIZENSHIP OR PLACE OF ORGANIZATION

4		
Delaware		
NUMBER OF		SOLE VOTING POWER
	5	
SHARES		0
		SHARED VOTING POWER
BENEFICIALLY	6	
		525,929 (See Item 4)
OWNED BY		SOLE DISPOSITIVE POWER
	7	
EACH		0
LACII		SHARED DISPOSITIVE POWER
REPORTING		
KEFÜKTINU		525,929 (See Item 4)
DEDGON	8	
PERSON		
WITH		

# AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 10 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See o Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 1 12 12

CO

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**CUSIP No.** 26153 10 3

NAME OF REPORTING PERSONS

#### I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

VIACOM INC.

#### I.R.S. Identification No. 20-3515052 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) O

(b) O SEC USE ONLY

Delaware		
NUMBER OF		SOLE VOTING POWER
	5	SOLL VOINGTOWER
SHARES	C	0
		SHARED VOTING POWER
BENEFICIALLY	6	
		525,929 (See Item 4)
OWNED BY		SOLE DISPOSITIVE POWER
o wilde e i	7	
EACH		0
Liten		SHARED DISPOSITIVE POWER
REPORTING		
	-	525,929 (See Item 4)
PERSON	8	

	AGOREGATE AMOUNT BENEFICIALET OWNED BT EACH REFORTING FERSON
9	
10	525,929 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See O Instructions)
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	
	0.0% (See Item 4) TYPE OF REPORTING PERSON (See Instructions)
12	
	CO

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**CUSIP No.** 26153 10 3

NAME OF REPORTING PERSONS

#### I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

VIACOM INTERNATIONAL INC.

I.R.S. Identification No. 20-3696882 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) O

(b) O SEC USE ONLY

Delaware		
NUMBER OF		SOLE VOTING POWER
	5	
SHARES		0 SHARED VOTING POWER
BENEFICIALLY	6	SHARED VOTING FOWER
OWNED BY		525,929 (See Item 4) SOLE DISPOSITIVE POWER
	7	
EACH		0 SHARED DISPOSITIVE POWER
REPORTING		525,929 (See Item 4)
PERSON	8	220,727 (See Itom 1)

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
	525,929 (See Item 4)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See O
10	Instructions)
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	
	0.0% (Item 4)
	TYPE OF REPORTING PERSON (See Instructions)
12	
	СО

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CUSIP No. 26153 10 3

NAME OF REPORTING PERSONS

#### I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

DW HOLDCO LLC

I.R.S. Identification No. 20-4215360 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) O

(b) O SEC USE ONLY

3

# CITIZENSHIP OR PLACE OF ORGANIZATION

CITIZENSHI	P OR PLACE	2 OF ORGANIZATION
4		
Delaware		
NUMBER OF		SOLE VOTING POWER
	5	
SHARES		0
		SHARED VOTING POWER
BENEFICIALLY	6	
		525,929 (See Item 4)
OWNED BY		SOLE DISPOSITIVE POWER
	7	
EACH		0
2.1011		SHARED DISPOSITIVE POWER
REPORTING		
	_	525,929 (See Item 4)
PERSON	8	
LINDOIN		
WITH		
REPORTING PERSON WITH	8	

# AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 10 525,929 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See 0 Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 1 12 12

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**CUSIP No.** 26153 10 3

NAME OF REPORTING PERSONS

#### I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

DW ONE CORP.

I.R.S. Identification No. 20-4189806 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) O

(b) O SEC USE ONLY

3

#### CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF		SOLE VOTING POWER
	5	
SHARES		0
		SHARED VOTING POWER
BENEFICIALLY	6	
		525,929 (See Item 4)
OWNED BY		SOLE DISPOSITIVE POWER
	7	
EACH		0
		SHARED DISPOSITIVE POWER
REPORTING		
	0	525,929 (See Item 4)
PERSON	8	

# WITH

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
10	525,929 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See O Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	TERCENT OF CLASS RELIKESENTED BT AMOUNT IN ROW (9)
	0.0% (See Item 4) TYPE OF REPORTING PERSON (See Instructions)
12	
	СО

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**CUSIP No.** 26153 10 3

NAME OF REPORTING PERSONS

#### I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

DW TWO CORP.

I.R.S. Identification No. 20-4189826 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) O

(b) O SEC USE ONLY

3

#### CITIZENSHIP OR PLACE OF ORGANIZATION

4		
Delaware		
NUMBER OF		SOLE VOTING POWER
	5	
SHARES		0
		SHARED VOTING POWER
BENEFICIALLY	6	
		525,929 (See Item 4)
OWNED BY		SOLE DISPOSITIVE POWER
	7	
EACH		0
Enteri		SHARED DISPOSITIVE POWER
REPORTING		
KEIOKIINO		525,929 (See Item 4)
DEDGON	8	
PERSON		

# WITH

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
10	525,929 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See 0 Instructions)
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	
	0.0% (See Item 4) TYPE OF REPORTING PERSON (See Instructions)
12	
	CO

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### SCHEDULE 13G

**CUSIP No.** 26153 10 3

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

DREAMWORKS L.L.C.

I.R.S. Identification No. 95-4525294