

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:

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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)

Page 1 of 15 Pages

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)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

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

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 O

Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% (See Item 4)

TYPE OF REPORTING PERSON (See Instructions)

12

IN

SCHEDULE 13G

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)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Maryland

NUMBER OF

5

SOLE VOTING POWER

SHARES

0

SHARED VOTING POWER

BENEFICIALLY

6

525,929 (See Item 4)

OWNED BY

7

SOLE DISPOSITIVE POWER

EACH

0

SHARED DISPOSITIVE POWER

REPORTING

8

525,929 (See Item 4)

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 Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0% (See Item 4)

12

TYPE OF REPORTING PERSON (See Instructions)

CO

SCHEDULE 13G

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)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

5

SOLE VOTING POWER

SHARES

0

SHARED VOTING POWER

BENEFICIALLY

6

525,929 (See Item 4)

OWNED BY

7

SOLE DISPOSITIVE POWER

EACH

0

SHARED DISPOSITIVE POWER

REPORTING

8

525,929 (See Item 4)

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

525,929 (See Item 4)

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0% (See Item 4)

12

TYPE OF REPORTING PERSON (See Instructions)

CO

SCHEDULE 13G

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)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

5

SOLE VOTING POWER

SHARES

0

SHARED VOTING POWER

BENEFICIALLY

6

525,929 (See Item 4)

OWNED BY

7

SOLE DISPOSITIVE POWER

EACH

0

SHARED DISPOSITIVE POWER

REPORTING

8

525,929 (See Item 4)

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

525,929 (See Item 4)

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0% (See Item 4)

12

TYPE OF REPORTING PERSON (See Instructions)

CO

SCHEDULE 13G

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)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

5

SOLE VOTING POWER

SHARES

0

SHARED VOTING POWER

BENEFICIALLY

6

525,929 (See Item 4)

OWNED BY

7

SOLE DISPOSITIVE POWER

EACH

0

SHARED DISPOSITIVE POWER

REPORTING

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525,929 (See Item 4)

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525,929 (See Item 4)

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11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0% (Item 4)

12

TYPE OF REPORTING PERSON (See Instructions)

CO

SCHEDULE 13G

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)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

5

SOLE VOTING POWER

SHARES

0

SHARED VOTING POWER

BENEFICIALLY

6

525,929 (See Item 4)

OWNED BY

7

SOLE DISPOSITIVE POWER

EACH

0

SHARED DISPOSITIVE POWER

REPORTING

8

525,929 (See Item 4)

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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525,929 (See Item 4)

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0% (See Item 4)

12

TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13G

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)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

5

SOLE VOTING POWER

SHARES

0

SHARED VOTING POWER

BENEFICIALLY

6

525,929 (See Item 4)

OWNED BY

7

SOLE DISPOSITIVE POWER

EACH

0

SHARED DISPOSITIVE POWER

REPORTING

8

525,929 (See Item 4)

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525,929 (See Item 4)

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11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0% (See Item 4)

12

TYPE OF REPORTING PERSON (See Instructions)

CO

SCHEDULE 13G

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)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

5

SOLE VOTING POWER

SHARES

0

SHARED VOTING POWER

BENEFICIALLY

6

525,929 (See Item 4)

OWNED BY

7

SOLE DISPOSITIVE POWER

EACH

0

SHARED DISPOSITIVE POWER

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0% (See Item 4)

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TYPE OF REPORTING PERSON (See Instructions)

CO

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

2