Viacom Inc. Form 4 January 24, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 5 obligations

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

SECURITIES

(Print or Type Responses)

1(b).

may continue.

See Instruction

1. Name and Address of Reporting Person * REDSTONE SUMNER M

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol Viacom Inc. [VIA, VIAB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ 10% Owner _X_ Director X_ Officer (give title __ Other (specify 1515 BROADWAY 01/22/2007 below) Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10036 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (` ′	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 B Common Stock	01/22/2007		M	24,434	` ′	\$ 22.0737	368,039	D	
Class B Common Stock	01/22/2007		S <u>(1)</u>	200	D	\$ 41.27	367,839	D	
Class B Common Stock	01/22/2007		S <u>(1)</u>	100	D	\$ 41.28	367,739	D	
Class B Common	01/22/2007		S <u>(1)</u>	100	D	\$ 41.29	367,639	D	

Stock							
Class B Common Stock	01/22/2007	S <u>(1)</u>	200	D	\$ 41.31	367,439	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	100	D	\$ 41.32	367,339	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	600	D	\$ 41.33	366,739	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	100	D	\$ 41.34	366,639	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	700	D	\$ 41.35	365,939	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	1,500	D	\$ 41.36	364,439	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	500	D	\$ 41.37	363,939	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	500	D	\$ 41.38	363,439	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	500	D	\$ 41.39	362,939	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	1,810	D	\$ 41.4	361,129	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	1,100	D	\$ 41.41	360,029	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	1,100	D	\$ 41.42	358,929	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	1,100	D	\$ 41.43	357,829	D
Class B Common Stock	01/22/2007	S <u>(1)</u>	1,200	D	\$ 41.44	356,629	D

Edgar Filing: Viacom Inc. - Form 4

Class B Common Stock	01/22/2007	S <u>(1)</u>	1,000	D	\$ 41.45	355,629	D	
Class B Common Stock	01/22/2007	S <u>(1)</u>	600	D	\$ 41.46	355,029	D	
Class B Common Stock	01/22/2007	S <u>(1)</u>	1,100	D	\$ 47.47	353,929	D	
Class B Common Stock	01/22/2007	S <u>(1)</u>	700	D	\$ 41.48	353,229	D	
Class B Common Stock	01/22/2007	S <u>(1)</u>	800	D	\$ 41.49	352,429	D	
Class B Common Stock	01/22/2007	S <u>(1)</u>	400	D	\$ 41.5	352,029	D	
Class B Common Stock	01/22/2007	S <u>(1)</u>	300	D	\$ 41.51	351,729	D	
Class B Common Stock	01/22/2007	S <u>(1)</u>	200	D	\$ 41.52	351,529	D	
Class B Common Stock	01/22/2007	S <u>(1)</u>	200	D	\$ 41.53	351,329	D	
Class B Common Stock						121	I	By 401(k)
Class B Common Stock						32,861,672	I	By NAIRI, Inc. (2)
Class B Common Stock						100	I	By Spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

Edgar Filing: Viacom Inc. - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date rities (Month/Day/Year) ired (A) sposed of :. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (3)	\$ 22.0737	01/22/2007		M	24,434	<u>(4)</u>	01/30/2007	Class B Common Stock	24,434

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
REDSTONE SUMNER M 1515 BROADWAY NEW YORK, NY 10036	X	X	Chairman of the Board					

Signatures

By: Michael D. Fricklas, Attorney-in-Fact 01/24/2007

**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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, 2006. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on January 30, 2007 and sell only that number of shares necessary so that the proceeds of the sales will be sufficient to pay the exercise price, income taxes and other fees associated with the exercise of these stock options.
- (2) These securities are owned directly by NAIRI, Inc. (NAIRI), but may also be deemed to be beneficially owned by (1) NAIRI's parent corporation, National Amusements, Inc. (NAI) and (2) Sumner M. Redstone, who is the controlling stockholder of NAI.
- (3) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- (4) Current

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.

Reporting Owners 4