FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB	APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Ferson			2. Issuer Name <b>and</b> Ticker or Trading Symbol VIACOM INC [ VIA, VIAB ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2005	x x	Director Officer (give title below) Chairma	X n & C	10% Owner Other (specify below)			
(Street) NEW YORK (City)	NY (State)	10036 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	rvidual or Joint/Group Form filed by One Form filed by Mor Person	Repor	ting Person			
		Table I - Non-Do	erivative Securities Acquired, Disposed of, or Bene	eficially	Owned					

(Street) NEW YORK NY (City) (State)	10036 4. II	Amendment, Date of	Origina	i i iicu	(Monun Bay)	Line)	Individual or Joint/Group Filing (Check Applicable Line)      X Form filed by One Reporting Person      Form filed by More than One Reporting Person  Person				
	ble I - Non-Derivative	Securities Aca	uired	Disi	nosed of	or Ben	eficially	Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date,	3. Transa Code ( 8)	ction	4. Securities Disposed Of	Acquired	(A) or	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 Ownershi	
			Code	v	Amount	(A) or (D)	Price			(Instr. 4)	
Class B common stock	12/15/2005		<b>S</b> <sup>(1)</sup>		1,300	D	\$34.17	364,925	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		1,500	D	\$34.18	363,425	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		400	D	\$34.19	363,025	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		800	D	\$34.24	362,225	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		2,200	D	\$34.25	360,025	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		700	D	\$34.26	359,325	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		1,000	D	\$34.27	358,325	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		800	D	\$34.29	357,525	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		700	D	\$34.3	356,825	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		5,800	D	\$34.32	351,025	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		1,500	D	\$34.33	349,525	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		600	D	\$34.34	348,925	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		1,200	D	\$34.35	347,725	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		1,800	D	\$34.37	345,925	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		3,100	D	\$34.38	342,825	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		2,800	D	\$34.39	340,025	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		2,500	D	\$34.4	337,525	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		1,000	D	\$34.44	336,525	D		
Class B common stock	12/15/2005		<b>S</b> <sup>(1)</sup>		1,900	D	\$34.45	334,625	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		1,100	D	\$34.46	333,525	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		300	D	\$34.47	333,225	D		
Class B common stock	12/15/2005		S <sup>(1)</sup>		2,500	D	\$34.16	330,725	D		
Class B common stock	12/15/2005		<b>S</b> <sup>(1)</sup>		1,400	D	\$34.41	329,325	D		
Class B common stock	12/15/2005		<b>S</b> <sup>(1)</sup>		600	D	\$34.36	328,725	D		
Class B common stock								265	I	By 401(k)	
Class B common stock								80,782,541	I	By NAIRI, Inc. <sup>(2)</sup>	
Class B common stock								200	I	By Spouse	

	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. Transa Code ( 8)		5. Number 6. of Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2005. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on 1/29/06 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., 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.

By: /s/ Michael D. Fricklas, Attorney-in-Fact 12/16/2005

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.