

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>FRICKLAS MICHAEL D</b>			2. Issuer Name and Ticker or Trading Symbol <b>Viacom Inc. [ VIA, VIAB ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <b>EVP, General Counsel and Secy</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>07/17/2006</b>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
1515 BROADWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
NEW YORK	NY		10036						
(City)	(State)	(Zip)							

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	07/17/2006		M		9,640	A	\$22.0737	12,608	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		1,800	D	\$33.01	10,808	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		800	D	\$33.02	10,008	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		600	D	\$33.03	9,408	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		600	D	\$33.04	8,808	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		400	D	\$33.06	8,408	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		600	D	\$33.07	7,808	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		1,500	D	\$33.08	6,308	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		1,500	D	\$33.1	4,808	D	
Class B Common Stock	07/17/2006		s <sup>(1)</sup>		1,840	D	\$33.25	2,968	D	
Class B Common Stock								806	I	By 401(k)

**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 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
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$22.0737	07/17/2006		M		9,640		(3)	08/01/2006	Class B Common Stock	9,640	(4)	0	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2006. Pursuant to the plan, the reporting person's options that would otherwise expire on August 1, 2006 were exercised and the underlying shares sold on his behalf.
- Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- Current.
- Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.

**Remarks:**

/s/ Fricklas, Michael D.                      07/19/2006

\*\* 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.**