

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 24, 2004

VIACOM INC.

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(Exact name of registrant as specified in its charter)

Delaware

001-09553

04-2949533

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(State or other jurisdiction (Commission File Number)  
of incorporation)

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(I.R.S. Employer  
Identification Number)

1515 Broadway, New York, NY

10036

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(Address of principal executive offices)

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(zip code)

Registrant's telephone number, including area code: (212) 258-6000

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions (see General Instruction A.2.):

Written communications pursuant to Rule 425 under the Securities Act  
(17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act  
(17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

Section 5--Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers; Election of Directors;  
Appointment of Principal Officers.

(b) On August 24, 2004, David T. McLaughlin, a director of the  
registrant and its predecessors (CBS/Westinghouse) since 1979, passed away.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934,  
the registrant has duly caused this report to be signed on its behalf by the  
undersigned hereunto duly authorized.

VIACOM INC.  
(Registrant)

By: /s/ Michael D. Fricklas

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Name: Michael D. Fricklas

Title: Executive Vice President, General  
Counsel and Secretary

Date: August 30, 2004