FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

.C. 20549	OMB APPROVAL

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

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

Filed nursuant to Section 16(a) of the Securities Exchange Act of 1934

1 Title of Security	(Inetr 2)	2.17	ransaction	2A Deemed	2	A Securities Acquired (A) o	r	5 Amount of	6 Ownershin	7 Nature	
		Table I - Non-I	Derivative	Securities Ac	quired, Dis	posed of, or Benefi	cially	Owned			
(City) (State) (Zip)								Form filed by Mor Person	e than One R	eporting	
NEW YORK	NY	10036					X	Form filed by One			
(Street)			4. If A	Amendment, Date o	f Original File	d (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
` '	WAY	, ,	07/1	7/2007				Chairman	of the Board	I	
,			te of Earliest Trans	action (Month	Day/Year)	X	Officer (give title below)	Otho belo	er (specify w)		
	1 0			uer Name and Tick	_0	Symbol		tionship of Reportin all applicable) Director	• ()	Issuer Owner	
insudetion 1(b)	•					mpany Act of 1940					

(Street) NEW YORK NY (City) (State	10036) (Zip)		Amendment, Date o	or Origini	ai File	Line)	Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Table I - Non-D	erivative	Securities Ac	quired	I, Dis	sposed of	or Be	neficially	Owned		
1. Title of Security (Instr. 3) 2. Tra	ansaction	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of	Acquired	(A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class B Common Stock	. 07,	/17/2007		M		32,175	A	\$19.235	436,994	D	
Class B Common Stock	. 07,	/17/2007		S ⁽¹⁾		600	D	\$41.5	436,394	D	
Class B Common Stock	. 07,	/17/2007		S ⁽¹⁾		300	D	\$41.51	436,094	D	
Class B Common Stock	. 07,	/17/2007		S ⁽¹⁾		1,300	D	\$41.52	434,794	D	
Class B Common Stock	. 07,	/17/2007		S ⁽¹⁾		700	D	\$41.53	434,094	D	
Class B Common Stock	. 07,	/17/2007		S ⁽¹⁾		1,430	D	\$41.54	432,664	D	
Class B Common Stock	. 07,	/17/2007		S ⁽¹⁾		800	D	\$41.55	431,864	D	
Class B Common Stock	. 07,	/17/2007		S ⁽¹⁾		400	D	\$41.56	431,464	D	
Class B Common Stock	07/	/17/2007		S ⁽¹⁾		900	D	\$41.59	430,564	D	
Class B Common Stock	. 07/	/17/2007		S ⁽¹⁾		900	D	\$41.6	429,664	D	
Class B Common Stock	07/	/17/2007		S ⁽¹⁾		200	D	\$41.61	429,464	D	
Class B Common Stock	. 07/	/17/2007		S ⁽¹⁾		300	D	\$41.62	429,164	D	
Class B Common Stock	07/	/17/2007		S ⁽¹⁾		700	D	\$41.63	428,464	D	
Class B Common Stock	. 07,	/17/2007		S ⁽¹⁾		1,400	D	\$41.64	427,064	D	
Class B Common Stock	. 07/	/17/2007		S ⁽¹⁾		1,200	D	\$41.65	425,864	D	
Class B Common Stock	. 07/	/17/2007		S ⁽¹⁾		400	D	\$41.66	425,464	D	
Class B Common Stock	07/	/17/2007		S ⁽¹⁾		300	D	\$41.67	425,164	D	
Class B Common Stock	. 07/	/17/2007		S ⁽¹⁾		200	D	\$41.68	424,964	D	
Class B Common Stock	. 07/	/17/2007		S ⁽¹⁾		500	D	\$41.69	424,464	D	
Class B Common Stock	07,	/17/2007		S ⁽¹⁾		200	D	\$41.71	424,264	D	
Class B Common Stock	07/	/17/2007		S ⁽¹⁾		1,400	D	\$41.72	422,864	D	
Class B Common Stock	. 07/	/17/2007		S ⁽¹⁾		1,000	D	\$41.73	421,864	D	
Class B Common Stock	07/	/17/2007		S ⁽¹⁾		900	D	\$41.74	420,964	D	
Class B Common Stock	07/	/17/2007		S ⁽¹⁾		1,000	D	\$41.75	419,964	D	
Class B Common Stock	07/	/17/2007		S ⁽¹⁾		300	D	\$41.76	419,664	D	
Class B Common Stock	07,	/17/2007		S ⁽¹⁾		200	D	\$41.77	419,464	D	
Class B Common Stock	:								30,862,249	I	By NAIRI, Inc. ⁽²⁾
Class B Common Stock									100	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 of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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				
Employee Stock Option (Right to Buy) ⁽³⁾	\$19.2356	07/17/2007		М			32,175	(4)	08/01/2007	Class B Common Stock	32,175	\$19.2356	96,525	D	

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 May 11, 2007. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on August 1, 2007 and sell only that number of shares necessary so that the proceeds of the sales will be sufficient to pay the exercise price, withholding taxes and any 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.

Remarks:

By: Michael D. Fricklas, Attorney-in-Fact 07/19/2007

** Signature of Reporting Person Dat

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.

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