SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Person[*]
 MCLAUGHLIN DAVID T

 (Last) (First) (Middle)
 1515 BROADWAY

 (Street)
 NEW YORK **NY** **10036**
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 VIACOM INC [VIA, VIAB]

 3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2003

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director   10% Owner

 Officer (give title below)   Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X Form filed by One Reporting Person

 Form filed by More than One Reporting Person |

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	12/16/2003		M		9,500	A	$31.5	9,500	D	
Class B common stock	12/16/2003		G[(1)]		9,500	D	$0	0	D	
Class B common stock	12/16/2003		G[(1)]		9,500	A	$0	9,614	I	By Trust[(2)]
Class B common stock								3,194	I	By Keogh Plan Trustee
Class B Common Stock Equivalents[(3)]								3,487	D	

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	Amount or Number of Shares				
Director Stock Option (right to buy)[(4)]	$31.5	12/16/2003		M			9,500	[(5)]	01/26/2009	Class B common stock	9,500	$0	17,239	D	

Explanation of Responses:

1. Mr. McLaughlin transferred these shares from his name to the David T. McLaughlin Revocable Trust, for which he is the lifetime owner, trustee and beneficiary, on December 16, 2003.
2. Held by the David T. McLaughlin Revocable Trust, for which the Reporting Person is the lifetime owner, trustee and beneficiary.
3. Common Stock Equivalents under the CBS Deferred Compensation and Stock Plan for Directors.
4. Right to buy under the CBS Deferred Compensation and Stock Plan for Directors.
5. Current

Remarks:

/s/ McLaughlin, David T.   12/18/2003

** 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.