SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

1. Name and Addres	ss of Reporting Person	* 1	2. Issuer Name and Ticker or Trading Symbol <u>Viacom Inc.</u> [VIA, VIAB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X X	Director Officer (give title	Х	10% Owner Other (specify		
(Last) 1515 BROADW	(First) AY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/20/2007	Α	below) below) Chairman of the Board				
(Street) NEW YORK	NY	10036	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group F Form filed by One R	0.			
(City)	(State)	(Zip)			Form filed by More t 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. Transactic Code (Inst r) 8)		4. Securities Disposed Of	Acquired (D) (Instr.	(A) or 3, 4 and 5)	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	07/20/2007		М		32,175	A	\$19.2356	464,700	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		200	D	\$41.2	464,500	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		200	D	\$41.21	464,300	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		8	D	\$41.22	464,292	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		500	D	\$41.23	463,792	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		100	D	\$41.24	463,692	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		300	D	\$41.25	463,392	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		400	D	\$41.26	462,992	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		100	D	\$41.27	462,892	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		1,057	D	\$41.28	461,835	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		200	D	\$41.29	461,635	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		400	D	\$41.3	461,235	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		1,200	D	\$41.31	460,035	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		600	D	\$41.32	459,435	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		900	D	\$41.33	458,535	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		800	D	\$41.34	457,735	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		600	D	\$41.35	457,135	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		600	D	\$41.36	456,535	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		637	D	\$41.37	455,898	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		300	D	\$41.38	455,598	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		500	D	\$41.39	455,098	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		100	D	\$41.4	454,998	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		600	D	\$41.42	454,398	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		300	D	\$41.43	454,098	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		100	D	\$41.44	453,998	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		200	D	\$41.45	453,798	D	
Class B Common Stock	07/20/2007		S ⁽¹⁾		200	D	\$41.47	453,598	D	
Class B Common Stock								30,862,249	I	By NAIRI, Inc. ⁽²⁾

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)	Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Class B Common Stock								100	Ι	By Spouse		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Code (Transaction Code (instr. 8) Securities Acquired (A) or Disposed of (D) (Instr.		6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date		Expiration Date		Expiration Date		Expiration Date		xpiration Date of Securities Month/Day/Year) Underlying		Expiration Date of Securities De (Month/Day/Year) Underlying Se Derivative Security (In		of Securities Underlying Derivative Security		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	07/20/2007		М			32,175	(4)	08/01/2007	Class B Common Stock	32,175	\$19.2356	0	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.

By: Michael D. Fricklas, Attorney-in-Fact

07/24/2007

** 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.