

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): **May 15, 2008**

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-32686

(Commission File Number)

20-3515052

(IRS Employer Identification
Number)

1515 Broadway, New York, NY

(Address of principal executive offices)

10036

(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 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

(a) On May 21, 2008, Viacom Inc. (the “Company”) sent a notice (the “Notice”) to its directors and executive officers informing them that in order to implement a transition to a new trustee and recordkeeper for the Company’s 401(k) Plan (the “Plan”), Plan participants will be unable to direct or diversify investments in the Plan, or obtain a loan or distribution from the Plan, during the period beginning at 4:00 p.m. (Eastern Time) on June 19, 2008 and ending the week of July 6, 2008 (the “Blackout Period”).

The Notice also states that, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002, the Company’s directors and executive officers will be prohibited from directly or indirectly purchasing, selling or otherwise acquiring or transferring shares of the Company’s Class A common stock, Class B common stock and certain derivative securities during the Blackout Period, unless such transaction is exempt under Regulation BTR of the Securities Exchange Act of 1934.

A copy of the Notice is filed herewith as Exhibit 99 and is incorporated by reference herein in its entirety.

During the Blackout Period and for two years after the end date thereof, a stockholder or other interested person may obtain, without charge, information regarding the Blackout Period, including the actual end date of the Blackout Period, by contacting J.P. Morgan Retirement Plan Services LLC at P.O. Box 419784, Kansas City, MO 64141-6784, or at 800-345-2345.

On May 15, 2008, the Company received the notice required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed as part of this Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99	Notice pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 to Directors and Executive Officers of Viacom Inc., dated May 21, 2008.

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.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas

Title: Executive Vice President, General
Counsel and Secretary

Date: May 21, 2008

Exhibit Index

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99	Notice pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 to Directors and Executive Officers of Viacom Inc., dated May 21, 2008.



BET NETWORKS
MTV NETWORKS
PARAMOUNT PICTURES

MEMO

To: Directors and Executive Officers of Viacom Inc.

From: Michael D. Fricklas

Date: May 21, 2008

Re: **Restrictions on Trading in Certain Viacom Securities During Upcoming 401(k) Plan Blackout Period**

Reason for the Blackout Period and This Notice

As you are aware, we have decided to transfer the trustee duties for the Viacom 401(k) Plan (the "Plan") to JPMorgan Chase Bank, N.A. and the recordkeeping duties for the Plan to J.P. Morgan Retirement Plan Services LLC, each effective July 1, 2008. In order to implement this transition, Plan activity will be restricted such that Plan participants will be unable to direct or diversify their investments in the Plan, or obtain a loan or distribution from the Plan, for a specified period of time, as described below (the "Blackout Period"). During the Blackout Period, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002, you will be subject to certain trading restrictions, as described below.

Blackout Period

The Blackout Period will begin at 4:00 p.m. (Eastern Time) on June 19, 2008 and is expected to end the week of July 6, 2008. We will notify you when the Blackout Period ends. You may also obtain, without charge, information as to whether the Blackout Period has begun or ended by visiting www.viacomwealth.com or by calling J.P. Morgan Retirement Plan Services LLC at 800-345-2345.

Trading Restrictions

During the Blackout Period, you will be prohibited from directly or indirectly purchasing, selling or otherwise acquiring or transferring shares of the Company's Class A common stock, Class B common stock and certain derivative securities, including stock options, if you acquired such shares or derivative securities in connection with your service or employment as a director or executive officer. Certain transactions are exempt from these rules under Regulation BTR of the Securities Exchange Act of 1934, including compensation deferred under the Deferred Compensation Plan for Outside Directors, but the exemptions are narrow and you should consult with me before taking any action involving Viacom stock while the Blackout Period is in effect.

Please note that these trading prohibitions also apply to Company securities held by immediate family members sharing your household, held in trust and held by certain partnerships and corporations.

The trading restrictions set forth in this notice are in addition to the restrictions on trading activity under the Company's insider trading policy.

Questions

If you have any questions regarding this notice or the trading restrictions, please feel free to contact me. If you have questions regarding the Blackout Period, please contact J.P. Morgan Retirement Plan Services LLC at P.O. Box 419784, Kansas City, MO 64141-6784, or at 800-345-2345.