FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

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*  REDSTONE SUMNER M		suer Name <b>and</b> Tick I <u>COM Inc.</u> [ VI.			Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director X 10% Owner  X Officer (give title Other (specify below)  Chairman of the Board  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting				
(Last) (First) (Middle) 1515 BROADWAY		ate of Earliest Trans	action (	Month	/Day/Year)	X					
(Street) NEW YORK NY 10036	4. If	Amendment, Date o	of Origin	al File	d (Month/Day	Line)					
(City) (State) (Zip)								Person			
Table I - Nor	n-Derivative	Securities Acc	quired	l, Di	sposed of	, or Be	neficially	Owned			
	2. Transaction Date Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3,		3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Class B Common Stock	01/19/2007		M		24,430	A	\$22.0737	361,930	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		300	D	\$41.74	361,630	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		1,325	D	\$41.75	360,305	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		300	D	\$41.76	360,005	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		500	D	\$41.77	359,505	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		500	D	\$41.79	359,005	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		1,800	D	\$41.8	357,205	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		1,300	D	\$41.81	355,905	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		500	D	\$41.82	355,405	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		800	D	\$41.83	354,605	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		800	D	\$41.84	353,805	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		1,200	D	\$41.85	352,605	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		1,100	D	\$41.86	351,505	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		700	D	\$41.87	350,805	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		1,500	D	\$41.88	349,305	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		1,200	D	\$41.89	348,105	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		600	D	\$41.9	347,505	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		600	D	\$41.91	346,905	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		200	D	\$41.92	346,705	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		400	D	\$41.93	346,305	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		100	D	\$41.94	346,205	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		400	D	\$41.95	345,805	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		700	D	\$41.96	345,105	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		200	D	\$41.97	344,905	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		400	D	\$41.98	344,505	D		
Class B Common Stock	01/19/2007		S <sup>(1)</sup>		500	D	\$41.99	344,005	D		
Class B Common Stock								121	I	By 401(k)	
Class B Common Stock								32,861,672	I	By NAIRI, Inc. <sup>(2)</sup>	

		Tab	ie i - Noi	n-Derivativ	e Sec	unities Ac	quirec	ı, Dı	sposcu o	i, oi be	Hencian	y 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 Ownerfed		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 Sto	ock										1	.00	I	By Spouse
		7		Derivative (e.g., puts,								Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date, Transa Code		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)		of Securities Underlying		8. Price of Derivative Security (Instr. 5)	Derivative derivative Security Securities		11. Natu of Indire Benefici Ownersl (Instr. 4)	

## **Explanation of Responses:**

\$22.0737

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, 2006. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on January 30, 2007 and sell only that number of shares necessary so that the proceeds of the sales will be sufficient to pay the exercise price, income taxes and other fees associated with the exercise of these stock options.

Date Exercisable

(4)

Expiration Date

01/30/2007

Title

Class B

Common

Stock

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.

24,430

(A) (D)

Code

M

3. Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.

01/19/2007

4. Current.

Employee Stock Option (Right to

Buy)<sup>(3)</sup>

By: Michael D. Fricklas, 01/23/2007 Attorney-in-Fact

\*\* Signature of Reporting Person Date

Amount or Number

of Shares

24,430

\$22.0737

24,434

D

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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