

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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* <u>Freston Thomas E</u>	2. Date of Event Requiring Statement (Month/Day/Year) 06/01/2004	3. Issuer Name and Ticker or Trading Symbol <u>VIACOM INC [VIA, VIAB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President and Co-COO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>1515 BROADWAY</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>NEW YORK NY 10036</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock	74	I	By 401(k)
Class B common stock	65	I	By Spouse (IRA Account) ⁽¹⁾
Class B common stock	697	I	By 401(k)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Phantom Common Stock Units	(2)	(2)	Class A common stock	2,719	0.0000 ⁽²⁾	D	
Class B Phantom Common Stock Units	(2)	(2)	Class B common stock	10,301	0.0000 ⁽²⁾	D	
Employee Stock Option (right to buy) ⁽³⁾	(4)	08/20/2008	Class B common stock	1,322,000	30.5625	D	
Employee Stock Option (right to buy) ⁽³⁾	(5)	05/04/2010	Class B common stock	1,000,000	55.75	D	
Employee Stock Option (right to buy) ⁽³⁾	(6)	05/23/2011	Class B common stock	300,000	57.01	D	
Employee Stock Option (right to buy) ⁽³⁾	(7)	05/22/2012	Class B common stock	400,000	48.16	D	
Employee Stock Option (right to buy) ⁽³⁾	(8)	01/29/2013	Class B common stock	400,000	39.33	D	
Employee Stock Option (right to buy) ⁽³⁾	(9)	01/28/2014	Class B common stock	400,000	40.39	D	

Explanation of Responses:

- The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- Phantom common stock units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to Issuer's Excess 401(k) Plan for Designated Senior Executives.
- Right to buy under Issuer's long term incentive plan.
- Current
- This option vests in four equal annual installments beginning on May 4, 2002.
- This option vests in four equal annual installments beginning on May 23, 2002.
- This option vests in four equal annual installments beginning on May 22, 2003.
- This option vests in four equal annual installments beginning on January 29, 2004.
- This option vests in four equal annual installments beginning on January 28, 2005.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Freston, Thomas E.06/09/2004

** 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 5 (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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Michael D. Fricklas the undersigned's true and lawful attorney-in-fact to:

* Execute and file for and on behalf of the undersigned, any reports on Forms 3, 4 and 5 (including any amendments thereto) with respect to ownership of securities of Viacom Inc. (the "Company") that the undersigned may be required to file with the U.S. Securities and Exchange Commission in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

* The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

* This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of June, 2004.

Signature: /s/ Thomas E. Freston

Print Name: Thomas E. Freston