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

			or Section 30(h) of the Investment Company Act of 1940				
1. Name and Addr	1 0	Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>VIACOM INC</u> [VIA, VIAB]		ationship of Reporting Po k all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify	
(Last) 1515 BROAD	(First) (Middle) ROADWAY		3. Date of Earliest Transaction (Month/Day/Year) 10/03/2005	X	below) below) Co-President & Co-COO		
(Street) NEW YORK (City)	NY (State)	10036 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	eporting 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)					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								39,460	D	
Class B common stock								1,098	Ι	By 401(k)
Class B common stock								542	Ι	By IRA
Class B common stock								16	I	By Reporting Person's children
Class B common stock								573	Ι	By Spouse - 401(k) Plan ⁽¹⁾

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)	Transaction Code (Instr. 8) Code (Instr. 8) Co		Derivative E Securities (M Acquired (A) or Disposed of (D) (Instr. 3,		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)	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		(Instr. 4)		
Class B Phantom Common Stock Units	(2)	10/03/2005		Α		2.1547 ⁽³⁾		(2)(4)	(2)	Class B common stock	2.1547	\$33.0687	2,205.9901 ⁽⁵⁾	D	
Employee Stock Option (right to buy) ⁽⁶⁾	\$36.92							(4)	03/31/2009	Class B common stock	203		203	Ι	By Spouse ⁽¹⁾
Employee Stock Option (right to buy) ⁽⁶⁾	\$52.27							(4)	04/01/2010	Class B common stock	335		335	I	By Spouse ⁽¹⁾
Employee Stock Option (right to buy) ⁽⁶⁾	\$43.165							(4)	04/01/2011	Class B common stock	487		487	Ι	By Spouse ⁽¹⁾
Employee Stock Option (right to buy)	\$47.635							(4)	03/30/2012	Class B common stock	462		462	Ι	By Spouse ⁽¹⁾

	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. Transa Code (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)		piration Date Amount of			unt of Derivative rities Security rlying (Instr. 5) rative rity (Instr. 3			11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Employee Stock Option (right to buy) ⁽⁶⁾	\$37.81							04/03/2006	03/28/2013	Class B common stock	992		992	I	By Spouse ⁽¹⁾
Employee Stock Option (right to buy) ⁽⁶⁾	\$39.01							04/01/2007	03/31/2014	Class B common stock	1,025		1,025	I	By Spouse ⁽¹⁾
Employee Stock Option (right to buy) ⁽⁶⁾	\$34.87							04/01/2008	03/31/2015	Class B common stock	1,291		1,291	Ι	By Spouse ⁽¹⁾

Explanation of Responses:

1. Reporting Person may be deemed to have acquired a beneficial ownership interest in these securities upon marriage to the owner. The Reporting Person, however, 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.

2. 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.

3. Phantom Common Stock Units credited in respect of hypothetical dividends pursuant to the Issuer's excess 401(k) plan.

4. Current.

5. Includes (1) the following class B phantom stock units that were credited as dividends on the indicated dates but not previously reported: 7/1/04, 1.6937; 10/01/04, 1.8057; 1/3/05, 1.915; 4/1/05, 2.0264; and 07/01/05, 2.1946; and (2) 172.9673 phantom units that are held by Mr. Moonves indirectly, though his spouse.

6. Right to buy under Issuer's long term incentive plan.

Remarks:

Since the date of the Reporting Person's last ownership report, he no longer has a beneficial interest in 542 shares of Class B common stock that are held in his former spouse's IRA and were included in the Reporting Person's previous reports.

<u>/s/ Moonves, Leslie</u>

<u>10/05/2005</u> Date

** Signature of Reporting Person

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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