

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>REDSTONE SUMNER M</b> <hr/> (Last) (First) (Middle) <b>1515 BROADWAY</b> <hr/> (Street) <b>NEW YORK NY 10036</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Viacom Inc. [ VIA, VIAB ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman of the Board</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>09/27/2006</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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. Transaction Code (Instr. 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)		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) (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					
Class B Phantom Common Stock Units	(1)	09/27/2006		D		719		(1)	(1)	Class B Common Stock	719	\$37.55	718	D <sup>(2)</sup>
Stock Option Equivalents <sup>(3)</sup>	\$37.55	09/27/2006		A		867,640		(4)	09/27/2014	Class B Common Stock	867,640	(1)	867,640	D

**Explanation of Responses:**

- Each Class B Phantom Common Stock Unit is the economic equivalent of one share of the Issuer's Class B common stock. In accordance with the Reporting Person's Amendment to Employment Agreement, on September 27, 2006, the Reporting Person's deferred compensation account balance with the Issuer (including all Phantom Common Stock Units held therein) was converted into Stock Option Equivalents, resulting in a disposition of the Phantom Common Stock Units on such date. The closing price of the Issuer's Class B common stock on the New York Stock Exchange on September 27, 2006 was \$37.55.
- The Issuer is not the obligor under the Reporting Person's remaining Class B Phantom Common Stock Units.
- Each Stock Option Equivalent corresponds to one share of the Issuer's Class B common stock and, when notionally exercised, will result in a credit in the Reporting Person's deferred compensation account equal to the difference between the closing price of the Class B common stock on the New York Stock Exchange on the date of such exercise and the exercise price of the Stock Option Equivalent.
- These Stock Option Equivalents vest annually in four equal installments beginning on September 27, 2007.

**Remarks:**

By: Michael D. Fricklas, 09/29/2006  
Attorney-in-Fact

\*\* 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.

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