

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* SEIDENBERG IVAN G (Last) (First) (Middle) 1515 BROADWAY (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VIACOM INC [VIA, VIAB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2003	
		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

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			
Class B common stock	08/11/2003		M		10,000	A ⁽¹⁾	\$25	10,000	D ⁽¹⁾	
Class B common stock	08/11/2003		M		3,000	A ⁽¹⁾	\$25.25	13,000	D ⁽¹⁾	
Class B common stock	08/11/2003		M		3,000	A ⁽¹⁾	\$17.5	16,000	D ⁽¹⁾	
Class B common stock	08/11/2003		M		3,000	A ⁽¹⁾	\$15.25	19,000	D ⁽¹⁾	
Class B common stock	08/11/2003		M		3,000	A ⁽¹⁾	\$34.25	22,000	D ⁽¹⁾	
Class B common stock	08/11/2003		J ⁽¹⁾		22,000	D	\$0 ⁽¹⁾	0	D	

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						Title
Director Stock Option (right to buy) ⁽²⁾	\$25	08/11/2003		M			10,000	07/27/1996	07/27/2005	Class B common stock	10,000	\$0	0	D ⁽⁴⁾	
Director Stock Option (right to buy) ⁽³⁾	\$25.25	08/11/2003		M			3,000	08/01/1996	08/01/2005	Class B common stock	3,000	\$0	0	D ⁽⁴⁾	
Director Stock Option (right to buy) ⁽³⁾	\$17.5	08/11/2003		M			3,000	08/01/1997	08/01/2006	Class B common stock	3,000	\$0	0	D ⁽⁴⁾	
Director Stock Option (right to buy) ⁽³⁾	\$15.25	08/11/2003		M			3,000	08/01/1998	08/01/2007	Class B common stock	3,000	\$0	0	D ⁽⁴⁾	
Director Stock Option (right to buy) ⁽³⁾	\$34.25	08/11/2003		M			3,000	08/01/1999	08/01/2008	Class B common stock	3,000	\$0	0	D ⁽⁴⁾	

Explanation of Responses:

- These shares were issued in connection with the exercise of director stock options that were granted to the Reporting Person while he represented Verizon Communications Inc. (as successor to Bell Atlantic Corporation and, previously, NYNEX Corporation) on the Viacom Board of Directors. Those options were expressly held for the benefit of Verizon to whom these shares were delivered upon exercise. The Reporting Person disclaims beneficial ownership of these shares.
- Right to buy under Issuer's Stock Option Plan for Outside Directors, held for the benefit of Verizon.
- Right to buy under Issuer's 1994 Stock Option Plan for Outside Directors, held for the benefit of Verizon.

4. Since these options were expressly held for the benefit of Verizon, the underlying shares were delivered to Verizon upon exercise. The Reporting Person disclaims beneficial ownership of the options and the shares of common stock acquired upon exercise of the options.

Remarks:

/s/ Seidenberg, Ivan

08/13/2003

** 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.

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.