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 Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

1. Name and Addres <u>REDSTONE</u>	s of Reporting Persor SUMNER M	* 1	2. Issuer Name and Ticker or Trading Symbol <u>Viacom Inc.</u> [VIA, VIAB]		tionship of Reporting all applicable) Director	,		
(Last) (First) (Middle) 1515 BROADWAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2007	X	Officer (give title below) Chairman o	f the l	Other (specify below) Board	
(Street) NEW YORK	NY	10036	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by More Person	Report	ting Person	
(City)	(State)	(Zip)						

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. Transa Code (8)		4. Securities Disposed Of	Acquired (D) (Instr	(A) or 3, 4 and 5)	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	01/22/2007		М		24,434	A	\$22.0737	368,039	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		200	D	\$41.27	367,839	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		100	D	\$41.28	367,739	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		100	D	\$41.29	367,639	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		200	D	\$41.31	367,439	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		100	D	\$41.32	367,339	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		600	D	\$41.33	366,739	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		100	D	\$41.34	366,639	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		700	D	\$41.35	365,939	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		1,500	D	\$41.36	364,439	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		500	D	\$41.37	363,939	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		500	D	\$41.38	363,439	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		500	D	\$41.39	362,939	D	ĺ
Class B Common Stock	01/22/2007		S ⁽¹⁾		1,810	D	\$41.4	361,129	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		1,100	D	\$41.41	360,029	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		1,100	D	\$41.42	358,929	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		1,100	D	\$41.43	357,829	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		1,200	D	\$41.44	356,629	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		1,000	D	\$41.45	355,629	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		600	D	\$41.46	355,029	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		1,100	D	\$47.47	353,929	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		700	D	\$41.48	353,229	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		800	D	\$41.49	352,429	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		400	D	\$41.5	352,029	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		300	D	\$41.51	351,729	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		200	D	\$41.52	351,529	D	
Class B Common Stock	01/22/2007		S ⁽¹⁾		200	D	\$41.53	351,329	D	
Class B Common Stock								121	I	By 401(k)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea		ay/Year) Execu		2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.				5. Amount of Securities Beneficially Owned Following		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	Transac	Reported Transaction(s) (Instr. 3 and 4)			(1150.4)
Class B Common Stock													32,8	61,672		I	By NAIRI, Inc. ⁽²⁾	
Class B Common Stock														1	100			By Spouse
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. Deem Execution if any (Month/D	n Date,	ate, Transaction Code (Instr.			tion of		Exerci on Da Day/Y		and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5) Benefici Owned Followin Reporte Transac (Instr. 4)		ve Ownershi es Form: ially Direct (D) or Indirec Id tion(s)		11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares					
Employee Stock Option (Right to Buy) ⁽³⁾	\$22.0737	01/22/2007			М			24,434	(4)		01/30/2007	Class B Common Stock	24,434	\$22.0737	0		D	

Explanation of Responses:

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.

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.

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

4. Current.

By: Michael D. Fricklas, Attorney-in-Fact

01/24/2007

** 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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