# 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 0.5 hours per response

1. Name and Address of Reporting Person*				er Name <b>and</b> Ticker		mbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>DAUMAN PHILIPPE P</u>				<u>, , , , , , , , , , , , , , , , , , , </u>	,		X	Director	10% C	Dwner		
(Last)	(First)	(First) (Middle)		of Earliest Transact	ion (Month/Da	ay/Year)	x	Officer (give title below)	below	(specify )		
1515 BROADWAY				2007				President and CEO				
(Street)			4. If Am	endment, Date of O	riginal Filed (	Month/Day/Year)	6. Indiv Line)	idual or Joint/Group	Filing (Check Ap	oplicable		
NEW YORK	NY	10036					X	Form filed by One	e Reporting Perso	on		
(City)	(State)	(Zip)						Form filed by Mor Person	e than One Repo	orting		
		Table I - No	n-Derivative S	ecurities Acqu	ired, Disp	osed of, or Benefic	cially C	Dwned				
1 Title of Occurrity	(Inc. e.t.) (D)		2 Transaction	20 Deemed	2	4. Converting Approximated (A)		E Amount of	C. Our analyin	7 Neture of		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any			Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	<ul> <li>Reported Transaction(s) (Instr. 3 and 4)</li> </ul>	(Instr. 4)	,

#### 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)		Derivative		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)		
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$43.86	05/29/2007		A		491,400		(2)	05/29/2015	Class B Common Stock	491,400	(1)	491,400	D	

## Explanation of Responses:

1. Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated April 12, 2007, for no consideration.

2. These options vest annually in four equal installments beginning on May 29, 2008.

### **Remarks:**

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

05/31/2007

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.

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.