

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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><b>REDSTONE SUMNER M</b><br><br>(Last) (First) (Middle)<br><b>1515 BROADWAY</b><br><br>(Street)<br><b>NEW YORK NY 10036</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>VIACOM INC [ VIA, VIAB ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br><b>Chairman &amp; CEO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/07/2005</b>          |   |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    |   |  |   |
| Class B common stock            | 01/07/2005                           |  | D                              |   | 1,442,223 <sup>(1)</sup>  | D          | \$35.5074 <sup>(2)</sup> | 98,005,531  | I  | By NAIRI, Inc. <sup>(3)</sup>                         |
| Class B common stock            |                                      |  |                                |   |   |            |                          | 10,080  | D  |   |
| Class B common stock            |                                      |  |                                |   |   |            |                          | 264   | I  | By 401(k)   |
| Class B common stock            |                                      |  |                                |   |   |            |                          | 200   | I  | 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. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 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 | Date Exercisable   | Expiration Date |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
**REDSTONE SUMNER M**  
 (Last) (First) (Middle)  
**1515 BROADWAY**  
 (Street)  
**NEW YORK NY 10036**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**NAIRI INC**  
 (Last) (First) (Middle)  
**200 ELM STREET**  
 (Street)  
**DEDHAM MA 02026**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

NATIONAL AMUSEMENTS INC /MD/

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City) (State) (Zip)

**Explanation of Responses:**

1. Shares sold to Viacom pursuant to a previously disclosed agreement among NAIRI, Inc. (NAIRI), National Amusements Inc. (NAI) and Viacom Inc. pursuant to which NAIRI and NAI participate in Viacom's stock purchase program on a pro-rata basis.
2. Calculated in accordance with the terms of the agreement referred to in footnote 1.
3. These securities are owned directly by NAIRI, but may also be deemed to be beneficially owned by (1) NAIRI's parent corporation, NAI, and (2) Sumner M. Redstone, who is the controlling stockholder of NAI.

**Remarks:**

By: /s/ Michael D. Fricklas, 01/11/2005  
Attorney-in-Fact

By: /s/ Richard J. Sherman, 01/11/2005  
Vice President

By: /s/ Richard J. Sherman, 01/11/2005  
Vice President

\*\* 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.**