

**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
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1. Name and Address of Reporting Person* <u>DAUMAN PHILIPPE P</u>  (Last) (First) (Middle) 1515 BROADWAY  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIACOM INC [ VIA, VIAB ]</u>	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) 12/08/2003	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/08/2003		M		83,000	A	\$30.5625	95,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		6,000	D	\$39.1	89,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		5,000	D	\$39.12	84,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		7,000	D	\$39.16	77,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		10,000	D	\$39.24	67,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		5,000	D	\$39.3	62,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		5,000	D	\$39.31	57,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		5,000	D	\$39.33	52,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		5,000	D	\$39.4	47,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		5,000	D	\$39.44	42,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		20,000	D	\$39.5	22,600	D	
Class B common stock	12/08/2003		s <sup>(1)</sup>		10,000	D	\$39.55	12,600	D	
Class B common stock								4,000	I	By Son
Class B common stock								960	I	By 401(k)

**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					
Employee Stock Option (right to buy) <sup>(2)</sup>	\$30.5625	12/08/2003		M			83,000	(3)	12/31/2003	Class B common stock	\$0	676,200	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 24, 2003.
- Right to buy under Issuer's long term incentive plan.
- Current

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

12/09/2003

\*\* Signature of Reporting Person

Date

\* 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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