FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	OVAL					
OMB Number:	3235-0287					
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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

Class B Common Stock   06/01/2006   Solution   Soluti						UI	Secu	011 30(	n) or the	mvesum	eni C	ompany Act	01 1940								
Case   Common Stock			• /									(Check all applicable)  Director  10% Owner  Officer (give title Other (specify)									
NEW YORK   NY   10036																below) below)					
Table 1 - Non-Derivative   Securities   Acquired   Disposed of, or Beneficially   Owned						4.	Line)  X Form filed by One F									Reporting Person					
2. Transaction   Class B Common Stock   06/01/2006   S   0   0   0   0   0   0   0   0   0	(City) (State) (Zip)															Person					
Date   Month/Day/Year   Resecution Date   Transaction   Disposed of (D) (Instr. 3, 4 and 9)   Securities				ble I - No			_			1	l, Di	<u> </u>			ally	Т					
Class B Common Stock   06/01/2006   M   10,000   A   \$22,073   12,968   D	Date					Exe ay/Year) if a		Execution Date, f any			4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a			d 5)	Securities Beneficially Owned Following		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class B Common Stock										Code	v	Amount	(A) or (D)	Price		Transact	tion(s)				
Class B Common Stock	Class B C	Common Sto	ock		06/01	/2006	2006			M		10,000	A	A \$22.0737		12,	2,968		D		
Class B Common Stock	Class B C	Common Sto	ock		06/01	/2006				S <sup>(1)</sup>		400	D	\$37.	.59	12,	,568		D		
Class B Common Stock	Class B C	Common Sto	ock		06/01	/2006	006			S <sup>(1)</sup>		300	D	\$37	7.6	12,	,268		D		
Class B Common Stock	Class B C	Common Sto	ock		06/01	06/01/2006						300	D	\$37.	.61	11,	11,968		D		
Class B Common Stock	Class B Common Stock 06/01/2					/2006				S <sup>(1)</sup>		800	D	\$37.	.63	11,	11,168		D		
Class B Common Stock	Class B Common Stock 06/01/20						006			S <sup>(1)</sup>		800	D	\$37.	.64	10,	10,368		D		
Class B Common Stock   06/01/2006   S(1)   1,100   D   \$37.67   8,168   D	Class B C	Common Sto	ock		06/01	/2006	006			S <sup>(1)</sup>		800	D	\$37.	.65	9,	9,568		D		
Class B Common Stock   06/01/2006   S(1)   1,900   D   \$37.69   6,268   D	Class B Common Stock 06/01/2					/2006	006			S <sup>(1)</sup>		300	D	\$37.	.66	9,3	9,268		D		
Class B Common Stock   06/01/2006   S(1)   500   D   \$37.7   5,768   D	Class B Common Stock 06/01/2					/2006	006			S <sup>(1)</sup>		1,100	D \$37.67		.67	8,168			D		
Class B Common Stock 06/01/2006 St(1) 600 D \$37.72 4,468 D  Class B Common Stock 06/01/2006 St(1) 1,500 D \$37.75 2,968 D  Class B Common Stock 06/01/2006 St(1) 1,500 D \$37.75 2,968 D  Class B Common Stock 06/01/2006 St(1) 1,500 D \$37.75 2,968 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (Month/Day/Year) Securities Or Derivative Securities (Month/Day/Year) Securities Or Disposed of (D) (Instr. 3) Amount Security (Instr. 3) Amount Security (Instr. 3) Amount Security (Instr. 4) Amount Security (Instr. 4) Amount Security (Instr. 4) Amount Security (Instr. 4) Securities Securities (Instr. 4) Securities	Class B Common Stock 06/01/20						006			S <sup>(1)</sup>		1,900	D	\$37.	.69	6,268			D		
Class B Common Stock  O6/01/2006  S(1)  1,500  D \$37.72  4,468  D  Class B Common Stock  O6/01/2006  S(1)  1,500  D \$37.75  2,968  D  Class B Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  L. Title of Derivative Security (Instr. 3)  Price of Derivative Security Security Securities  Security Securities  Acquired (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Transaction Derivative Securities (Month/Day/Year)  Oberivative Securities (Month/Day/Year)  Amount  Amount  Amount  Amount	Class B Common Stock 06/01/20						006			S <sup>(1)</sup>		500	D	\$37	7.7	5,768			D		
Class B Common Stock  Class B Common Stock  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 of Exercise Price of Derivative Security (Month/Day/Year)  (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Instr. 3)  4. Title and Amount of Securities Securities (Month/Day/Year)  (Instr. 3)  4. Title and Amount of Securities Securities (Month/Day/Year)  (Instr. 3)  Amount  Amount  10. Ownership Form: Beneficially Owned (Instr. 5) (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)	Class B Common Stock 06/01/20						006			S <sup>(1)</sup>		700	700 D \$37.7		.71	5,068		D			
Class B Common Stock  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)  Price of Derivative Security	Class B Common Stock 06/01/20						006			S <sup>(1)</sup>		600 D \$37		.72	<sup>7</sup> 2 4,468		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 Security Security Security Security Security Security Security Security Securities Securi	Class B Common Stock 06/01/20						006			S <sup>(1)</sup>		1,500	D	\$37.	.75	2,968		D			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3) Price of Derivative Security Security (Instr. 3) Price of Derivative Security Securit	Class B Common Stock															806				By 401(k)	
Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3 and 4) Security Securit				Table II												wned					
	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution ) if any	ned n Date,	4. Transa Code (	action	5. No of Deri Seco Acq (A) of Disp of (E	umber vative urities uired or oosed o) (Instr.	6. Date Exerc Expiration Da		isable and te	7. Title an of Securit Underlyin Derivative	d Amouries g Securit	D	Derivative Security	derivative Securities Beneficiall Owned Following Reported Transactio	Owr Forr Dire or Ir (I) (I	Ownership Form: Direct (D) or Indirect	11. Nature of Indirec Beneficial Ownershi (Instr. 4)	
Code V (A) (D) Exercisable Date Expiration of Of Other Date Expiration Of Other Date Other						Code	v	(A)	(D)		able		Title	or Number of	er						
Employee Stock Option (Right to Buy) <sup>(2)</sup> \$22.0737 06/01/2006 M	Stock Option (Right to	\$22.0737	06/01/2006			M			10,000	(3)		08/01/2006	Common	10,00	00	(4)	29,640		D		

- . 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2006. Pursuant to the plan, the reporting person's options that would otherwise expire on August 1, 2006 were exercised and the underlying shares sold on his behalf.
- 2. Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- ${\it 4. Granted under the Viacom Inc. 2006 Long-Term \, Management \, Incentive \, Plan \, for \, no \, consideration.}$

## Remarks:

/s/ Fricklas, Michael D.

06/05/2006

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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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