

**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>GRAY III WILLIAM H</u>  (Last) (First) (Middle) <u>1515 BROADWAY</u>  (Street) <u>NEW YORK NY 10036</u>  (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) <u>02/12/2004</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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	02/12/2004		M		2,170	A	\$13.82	6,647	D	
Class B common stock	02/12/2004		M		1,085	A	\$17.28	7,732	D	
Class B common stock	02/12/2004		M		1,063	A	\$18.95	8,795	D	
Class B common stock	02/12/2004		M		532	A	\$23.68	9,327	D	
Class B common stock	02/12/2004		M		1,371	A	\$17.1	10,698	D	
Class B common stock	02/12/2004		M		686	A	\$21.38	11,384	D	
Class B common stock	02/12/2004		M		1,956	A	\$26.87	13,340	D	
Class B common stock	02/12/2004		M		1,616	A	\$31.5	14,956	D	
Class B common stock	02/12/2004		S		10,479	D	\$40.14	4,477	D	
Class B Common Stock Equivalents <sup>(1)</sup>								1,655	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	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						Title
Director Stock Option (right to buy) <sup>(2)</sup>	\$13.82	02/12/2004		M			2,170	(3)	04/25/2005	Class B common stock	2,170	\$0	0	D	
Director Stock Option (right to buy) <sup>(2)</sup>	\$17.28	02/12/2004		M			1,085	(3)	04/25/2005	Class B common stock	1,085	\$0	0	D	
Director Stock Option (right to buy) <sup>(2)</sup>	\$18.95	02/12/2004		M			1,063	(3)	01/30/2006	Class B common stock	1,063	\$0	0	D	
Director Stock Option (right to buy) <sup>(2)</sup>	\$23.68	02/12/2004		M			532	(3)	01/30/2006	Class B common stock	532	\$0	0	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	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	Title	Amount or Number of Shares				
Director Stock Option (right to buy) <sup>(2)</sup>	\$17.1	02/12/2004		M			1,371	(3)	01/28/2007	Class B common stock	1,371	\$0	0	D	
Director Stock Option (right to buy) <sup>(2)</sup>	\$21.38	02/12/2004		M			686	(3)	01/28/2007	Class B common stock	686	\$0	0	D	
Director Stock Option (right to buy) <sup>(2)</sup>	\$26.87	02/12/2004		M			1,956	(3)	01/27/2008	Class B common stock	1,956	\$0	0	D	
Director Stock Option (right to buy) <sup>(2)</sup>	\$31.5	02/12/2004		M			1,616	(3)	01/26/2009	Class B common stock	1,616	\$0	0	D	

**Explanation of Responses:**

1. Common Stock Equivalents under the CBS Deferred Compensation and Stock Plan for Directors.
2. Right to buy under the CBS Deferred Compensation and Stock Plan for Directors.
3. Current

**Remarks:**

By: /s/ Michael D. Fricklas,      02/17/2004  
Attorney-in-Fact

\*\* 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.**