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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

OWR APPR	OVAL
OMB Number:	3235-0287
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hours por response:	0 5

1. Name and Addres	1 0			er Name and Ticke <u>om Inc.</u> [VIA	0	ymbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	<u>ILLDLILL</u>	<u> </u>						Director	10% C	Dwner		
(Last) 1515 BROADW	(First) /AY	(Middle)	3. Date 10/01	e of Earliest Transac /2006	ction (Month/E	ay/Year)		Officer (give title below)	Other below	(specify)		
			4. If Ar	nendment, Date of (Original Filed	(Month/Day/Year)		idual or Joint/Grou	o Filing (Check A	pplicable		
(Street)							Line)					
NEW YORK	NY	10036					X	Form filed by On	e Reporting Pers	son		
								Form filed by Mo	re than One Rep	orting		
(City)	(State)	(Zip)						Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3) 2. Trans				2A. Deemed	3.	4. Securities Acquired (A) or 5. Amount of 6. Own			6. Ownership	7. Nature		

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		of E		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				
Class A Phantom Common Stock Units	(1)	10/01/2006		A		633		(1)	(1)	Class A Common Stock	633	\$37.3	10,670	D	
Class B Phantom Common Stock Units	(1)	10/01/2006		A		635		(1)	(1)	Class B Common Stock	635	\$37.18	10,700	D	

Explanation of Responses:

1. The Reporting Person has elected to defer payment of director retainer and meeting fees and related interest thereon pursuant to the Viacom Inc. Deferred Compensation Plan for Outside Directors. Deferred amounts (including cash dividends and interest credited during the previous quarter on director compensation previously deferred pursuant to the former Viacom Inc. (now CBS Corporation) deferred compensation arrangement for directors) are deemed invested quarterly in a number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such deferred amounts, if invested as equally as possible in the Class A and Class B Common Stock, would have purchased on the day the amounts are deemed invested. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.

Remarks:

By: Michael D. Fricklas,

Attorney-in-Fact

<u>10/03/2006</u>

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.