SEC Form 4

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

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| | 3233-0207 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | | |

| | s of Reporting Persor | * 1 | 2. Issuer Name and Ticker or Trading Symbol Viacom Inc. [VIA, VIAB] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|-------------------|-----------------------|----------|---|--|------------------------------------|----------|-----------------------|--|--|
| REDSTONE SUMNER M | | | | Х | Director | Х | 10% Owner | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X | Officer (give title below) | | Other (specify below) | | |
| 1515 BROADWAY | | . , | 07/13/2007 | Chairman of the Board | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group Fi | iling (C | Check Applicable | | |
| NEW YORK | NY | 10036 | | X | Form filed by One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | Form filed by More t Person | han C | one Reporting | | |

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) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--|---|---|--|----------------------|---|-----------|---|---|---|--|
| | | | Code V | | Amount (A) or (D) | | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Class B Common Stock | 07/13/2007 | | М | | 32,175 | A | \$19.2356 | 418,529 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 900 | D | \$41.65 | 417,629 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 100 | D | \$41.66 | 417,529 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 1,000 | D | \$41.69 | 416,529 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 1,000 | D | \$41.72 | 415,529 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 400 | D | \$41.73 | 415,129 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 600 | D | \$41.74 | 414,529 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 500 | D | \$41.76 | 414,029 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 1,000 | D | \$41.78 | 413,029 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 2,000 | D | \$41.79 | 411,029 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 500 | D | \$41.8 | 410,529 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 600 | D | \$41.83 | 409,929 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 200 | D | \$41.84 | 409,729 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 500 | D | \$41.85 | 409,229 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 2,175 | D | \$41.86 | 407,054 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 1,000 | D | \$41.87 | 406,054 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 2,500 | D | \$41.88 | 403,554 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 1,500 | D | \$41.89 | 402,054 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 300 | D | \$41.9 | 401,754 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 2,400 | D | \$41.91 | 399,354 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 200 | D | \$41.96 | 399,154 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 1,900 | D | \$41.97 | 397,254 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 200 | D | \$41.99 | 397,054 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 100 | D | \$42.02 | 396,954 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 200 | D | \$42.03 | 396,754 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 700 | D | \$42.04 | 396,054 | D | | |
| Class B Common Stock | 07/13/2007 | | S ⁽¹⁾ | | 500 | D | \$42.08 | 395,554 | D | | |
| Class B Common Stock | | | | | | | | 30,862,249 | I | By NAIRI, Inc. ⁽²⁾ | |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
|--|--|--|------|---|--------|---------------|---|---|---|--------------|--|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Class B Common Stock | | | | | | | | 100 | Ι | By Spouse | |

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

| | | | (0191) | paro, | oune | , | annanna | , optiono, | oonrora | 510 0000 | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | | | | | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|------|--|--|--|--------------------|----------------------------|---|-----------------|---------|-----------------|--|-----------------|--|-----------------|--|-----------------|--|-----------------|--|---|--|---------------|--|---|--|--|--|
| 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 Deri Sec Acq (A) (Disp of (I | umber vative urities uired or oosed D) (Instr. and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Expiration Date | | Expiration Date | | Expiration Date | | Expiration Date | | Expiration Date | | Expiration Date | | Expiration Date | | Expiration Date or (Month/Day/Year) U D | | of Securities | | Securities Derivative derlying Security ivative Security (Instr. 5) | | 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 | | | | | | | | | | | | | | | | | | | | |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$19.2356 | 07/13/2007 | | М | | | 32,175 | (4) | 08/01/2007 | Class B Common Stock | 32,175 | \$19.2356 | 160,875 | D | | | | | | | | | | | | | | | | | |

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 11, 2007. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on August 1, 2007 and sell only that number of shares necessary so that the proceeds of the sales will be sufficient to pay the exercise price, withholding taxes and any other fees associated with the exercise of these stock options.

2. These securities are owned directly by NAIRI, Inc. (NAIRI), but may also be deemed to be beneficially owned by (1) NAIRI's parent corporation, National Amusements, Inc. (NAI) and (2) Sumner M. Redstone, who is the controlling stockholder of NAI.

3. Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.

4. Current.

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

07/17/2007

** 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.