FRICKLAS MICHAEL D

Form 4

January 30, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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5. Relationship of Reporting Person(s) to

767.7

Ι

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

FRICKLAS MICHAEL D			Symbol Viacom	Symbol Viacom Inc. [VIA, VIAB]					Issuer			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction				(Check all applicable)				
1515 BROADWAY				(Month/Day/Year) 01/26/2006					Director 10% Owner X Officer (give title Other (specify below) EVP, General Counsel and Secy			
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
NEW YORK	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Form: Dir Beneficially (D) or Owned Indirect (I Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		p 7. Nature of t Indirect Beneficial Ownership (Instr. 4)		
Class B Common Stock	01/26/2006			Code V M	Amount 4,772	(D)	Price (1)	4,772	D			
Class B Common Stock	01/26/2006			F	1,804	D	\$ 43.1	2,968	D			
Class B												

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

By 401(k)

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SEC 1474 (9-02)

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. Transactic 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)		Underlying Securities		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (2)	(1)	01/26/2006		M	4,772	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	4,772	9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRICKLAS MICHAEL D 1515 BROADWAY NEW YORK, NY 10036

EVP, General Counsel and Secy

Signatures

/s/ Fricklas, Michael D. 01/30/2006

**Signature of Reporting Date

Person

Explanation of Responses:

- * 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).
- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 26, 2006 upon vesting of one-quarter of previously granted Restricted Share Units. The RSU's were granted subject to vesting based on the attainment of performance criteria specified for 2005. On January 26, 2006, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$43.10 per share.
- (2) Issued under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2