

Robinson Carole  
Form 4  
January 30, 2006

**FORM 4**

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

OMB APPROVAL

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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Robinson Carole

(Last) (First) (Middle)  
1515 BROADWAY  
(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/26/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

EVP, Corporate Relations

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Ownership (Instr. 4) |     |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |     |   |
| Class B Common Stock            | 01/26/2006                           |  | M                              |   | 619   | A  | Ⓛ 619                             | D   |   |
| Class B Common Stock            | 01/26/2006                           |  | F                              |   | 268   | D  | \$ 43.1                           | 351 | D |
| Class B Common Stock            | 01/26/2006                           |  | M                              |   | 971   | A  | Ⓛ 1,322                           | D   |   |
| Class B Common                  | 01/26/2006                           |  | F                              |   | 368   | D  | \$ 43.1                           | 954 | D |

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Stock

Class B

Common

Stock

1,064.155

I

By 401(k)

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

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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. 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |
| Restricted Share Units <sup>(2)</sup>      | <u>(1)</u>   | 01/26/2006                           |  | M                              | 619   | <u>(1)</u>   | <u>(1)</u>  | Class B Common Stock                       | 619 <sup>(2)</sup>         |
| Restricted Share Units <sup>(2)</sup>      | <u>(1)</u>   | 01/26/2006                           |  | M                              | 971   | <u>(1)</u>   | <u>(1)</u>  | Class B Common Stock                       | 971 <sup>(2)</sup>         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Robinson Carole  
1515 BROADWAY  
NEW YORK, NY 10036

EVP, Corporate Relations

## Signatures

/s/ Robinson,  
Carole

01/30/2006

\*\*Signature of  
Reporting Person

Date

## 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
- (1) previously granted Restricted Share Units. 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.

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