Viacom Inc. Form 4 October 03, 2007

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 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 * SCHWARTZ WILLIAM

> (First) (Middle)

1515 BROADWAY

(Last)

(City)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction (Month/Day/Year) 10/01/2007

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

below)

Issuer

X_ Director

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

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

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NEW YORK, NY 10036

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) (A)

or

Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number 6. Date Exercisable and 4. Transactionof **Expiration Date** Code Derivative (Month/Day/Year) (Instr. 8) Securities

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Derivati Security (Instr. 5

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	Derivative Security			(A) Disp of (l	posed D) tr. 3, 4,					
			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Phantom Common Stock Units	(1)	10/01/2007	A	379	9	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	379	\$ 39.2
Class B Phantom Common Stock Units	(1)	10/01/2007	A	379	9	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	379	\$ 39.2

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Funite / Futuress	Director	10% Owner	Officer	Other			
SCHWARTZ WILLIAM 1515 BROADWAY NEW YORK, NY 10036	X						

Signatures

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

**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).

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

(1) 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.

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.

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