

Griffith JoAnne Adams
 Form 4/A
 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 *
 Griffith JoAnne Adams

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, Human Resources

NEW YORK, NY 10036
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/04/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock | 12/31/2005 | | A | 3,055 A | 3,055 | 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)

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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. 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) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Phantom Common Stock Units ⁽²⁾ | <u>(3)</u> | 12/31/2005 | | A | | 630 | | <u>(3)</u> | <u>(3)</u> | Class B Common Stock | 630 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 19.2356 | 01/03/2006 | | A | | 4,360 | | <u>(5)</u> | 08/01/2007 | Class B Common Stock | 4,360 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 52.8979 | 01/03/2006 | | A | | 15,856 | | <u>(5)</u> | 08/01/2009 | Class B Common Stock | 15,856 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 88.2945 | 01/03/2006 | | A | | 1,982 | | <u>(5)</u> | 08/01/2010 | Class B Common Stock | 1,982 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 69.6265 | 01/03/2006 | | A | | 15,856 | | <u>(5)</u> | 01/31/2011 | Class B Common Stock | 15,856 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 49.8233 | 01/03/2006 | | A | | 17,838 | | <u>(5)</u> | 01/30/2012 | Class B Common Stock | 17,838 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 47.1493 | 01/03/2006 | | A | | 13,874 | | <u>(7)</u> | 01/26/2013 | Class B Common Stock | 13,874 |
| | \$ 49.6089 | 01/03/2006 | | A | | 17,838 | | <u>(5)</u> | 01/29/2013 | | 17,838 |

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| | | | | | | | | |
|--|----------------|------------|---|--------|----------------|----------------|----------------------|--------|
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | | | | | | | Class B Common Stock | |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 50.9459 | 01/03/2006 | A | 19,820 | ⁽⁵⁾ | 01/28/2014 | Class B Common Stock | 19,820 |
| Restricted Share Units ⁽⁸⁾ ⁽⁹⁾ | ⁽⁹⁾ | 01/03/2006 | A | 2,477 | ⁽⁹⁾ | ⁽⁹⁾ | Class B Common Stock | 2,477 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Griffith JoAnne Adams 1515 BROADWAY NEW YORK, NY 10036 | | | EVP, Human Resources | |

Signatures

/s/ Griffith, JoAnne Adams
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).
 - (1) Acquired pursuant to a merger between the former Viacom Inc. (now known as CBS Corporation) and Viacom Merger Sub Inc. (the Merger), in which each share of Viacom Class B common stock was exchanged for 0.5 shares of CBS Corporation Class B common stock and 0.5 shares of the Issuer's Class B common stock, with fractional shares paid in cash. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.12 per share. The Issuer changed its name from New Viacom Corp. to Viacom Inc. upon completion of the Merger.
 - (2) Phantom Common Stock Units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the Viacom Excess 401(k) Plan for Designated Senior Executives. Each Viacom Class B Phantom Common Stock Unit is the economic equivalent of one share of the Issuer's Class B common stock.
 - (3) In the Merger, each share of Viacom Class B Phantom common stock was deemed exchanged for 0.5 shares of CBS Corporation Class B Phantom common stock and 0.5 shares of the Issuer's Class B Phantom common stock. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.12 per share.
 - (4) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
 - (5) Current.
 - (6) In the Merger, each grant of stock options to purchase Viacom Class B common stock was converted into a number of stock options to purchase the Issuer's Class B common stock determined by multiplying the number of outstanding stock options included in the grant before the Merger by 0.792802. The per share exercise price of the converted stock option was determined by dividing the pre-Merger

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exercise price by 0.792802.

- (7) These options vest annually in four equal installments beginning on January 26, 2006.
- (8) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan.

- Each Restricted Share Unit is the economic equivalent of one share of the Issuer's Class B common stock. The Restricted Share Units
- (9) will vest in four equal annual installments beginning on January 26, 2006 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting.

- In the Merger, each grant of Restricted Stock Units of Viacom Class B common stock was converted into a number of Restricted Stock
- (10) Units of the Issuer's Class B common stock determined by multiplying the number of Restricted Stock Units included in the grant before the Merger by 0.792802.

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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