

Viacom Inc.
Form 4
January 23, 2007

FORM 4

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

OMB APPROVAL

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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 *
REDSTONE SUMNER M

(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)
01/19/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class B Common Stock | 01/19/2007 | | M | | 24,430 | A | \$ 22.0737 |
| Class B Common Stock | 01/19/2007 | | S ⁽¹⁾ | | 300 | D | \$ 41.74 |
| Class B Common Stock | 01/19/2007 | | S ⁽¹⁾ | | 1,325 | D | \$ 41.75 |
| Class B Common | 01/19/2007 | | S ⁽¹⁾ | | 300 | D | \$ 41.76 |

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| | | | | | | | |
|----------------------------|------------|-------------|-------|---|----------|---------|---|
| Stock | | | | | | | |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 500 | D | \$ 41.77 | 359,505 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 500 | D | \$ 41.79 | 359,005 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 1,800 | D | \$ 41.8 | 357,205 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 1,300 | D | \$ 41.81 | 355,905 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 500 | D | \$ 41.82 | 355,405 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 800 | D | \$ 41.83 | 354,605 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 800 | D | \$ 41.84 | 353,805 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 1,200 | D | \$ 41.85 | 352,605 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 1,100 | D | \$ 41.86 | 351,505 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 700 | D | \$ 41.87 | 350,805 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 1,500 | D | \$ 41.88 | 349,305 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 1,200 | D | \$ 41.89 | 348,105 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 600 | D | \$ 41.9 | 347,505 | D |
| Class B Common Stock | 01/19/2007 | <u>S(1)</u> | 600 | D | \$ 41.91 | 346,905 | D |

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| | | | | | | | | |
|----------------------------|------------|------------------|-----|---|----------|------------|---|-------------------------------------|
| Class B Common Stock | 01/19/2007 | S ⁽¹⁾ | 200 | D | \$ 41.92 | 346,705 | D | |
| Class B Common Stock | 01/19/2007 | S ⁽¹⁾ | 400 | D | \$ 41.93 | 346,305 | D | |
| Class B Common Stock | 01/19/2007 | S ⁽¹⁾ | 100 | D | \$ 41.94 | 346,205 | D | |
| Class B Common Stock | 01/19/2007 | S ⁽¹⁾ | 400 | D | \$ 41.95 | 345,805 | D | |
| Class B Common Stock | 01/19/2007 | S ⁽¹⁾ | 700 | D | \$ 41.96 | 345,105 | D | |
| Class B Common Stock | 01/19/2007 | S ⁽¹⁾ | 200 | D | \$ 41.97 | 344,905 | D | |
| Class B Common Stock | 01/19/2007 | S ⁽¹⁾ | 400 | D | \$ 41.98 | 344,505 | D | |
| Class B Common Stock | 01/19/2007 | S ⁽¹⁾ | 500 | D | \$ 41.99 | 344,005 | D | |
| Class B Common Stock | | | | | | 121 | I | By 401(k) |
| Class B Common Stock | | | | | | 32,861,672 | I | By NAIRI, Inc. ⁽²⁾ |
| Class B Common Stock | | | | | | 100 | I | By Spouse |

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

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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|----------------------------|-------------------------------------|
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 22.0737 | 01/19/2007 | M | 24,430 | | | | | ⁽⁴⁾ | 01/30/2007 | Class B Common Stock | 24,430 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REDSTONE SUMNER M 1515 BROADWAY NEW YORK, NY 10036 | X | X | Chairman of the Board | |

Signatures

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

01/23/2007

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, 2006. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on January 30, 2007 and sell only that number of shares necessary so that the proceeds of the sales will be sufficient to pay the exercise price, income taxes and 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.

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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