Viacom Inc. Form 4 January 12, 2007

## FORM 4

### 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 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(b).

(Last)

1. Name and Address of Reporting Person \* REDSTONE SUMNER M

> (First) (Middle)

> > (7:-

1515 BROADWAY

(Street)

(Ctota)

Symbol Viacom Inc. [VIA, VIAB]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 01/10/2007

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_\_ 10% Owner \_X\_\_ Director X\_ Officer (give title \_\_ Other (specify below) Chairman of the Board

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### NEW YORK, NY 10036

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficially	y 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. Securit ord Dispos (Instr. 3, 4)	ed of (	` ′	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	01/10/2007		M	24,430	A	\$ 22.0737	325,207	D	
Class B Common Stock	01/10/2007		S <u>(1)</u>	100	D	\$ 41.67	325,107	D	
Class B Common Stock	01/10/2007		S(1)	100	D	\$ 41.71	325,007	D	
Class B Common	01/10/2007		S(1)	200	D	\$ 41.72	324,807	D	

Stock							
Class B Common Stock	01/10/2007	S <u>(1)</u>	100	D	\$ 41.73	324,707	D
Class B Common Stock	01/10/2007	S(1)	100	D	\$ 41.74	324,607	D
Class B Common Stock	01/10/2007	S(1)	100	D	\$ 41.75	324,507	D
Class B Common Stock	01/10/2007	S(1)	100	D	\$ 41.76	324,407	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	200	D	\$ 41.77	324,207	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	100	D	\$ 41.78	324,107	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	100	D	\$ 41.79	324,007	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	300	D	\$ 41.8	323,707	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	100	D	\$ 41.81	323,607	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	300	D	\$ 41.82	323,307	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	300	D	\$ 41.83	323,007	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	800	D	\$ 41.84	322,207	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	800	D	\$ 41.85	321,407	D
Class B Common Stock	01/10/2007	S <u>(1)</u>	700	D	\$ 41.86	320,707	D

Class B Common Stock	01/10/2007	S <u>(1)</u>	700	D	\$ 41.87	320,007	D	
Class B Common Stock	01/10/2007	S <u>(1)</u>	300	D	\$ 41.88	319,707	D	
Class B Common Stock	01/10/2007	S <u>(1)</u>	100	D	\$ 41.89	319,607	D	
Class B Common Stock	01/10/2007	S <u>(1)</u>	100	D	\$ 41.9	319,507	D	
Class B Common Stock	01/10/2007	S <u>(1)</u>	200	D	\$ 41.91	319,307	D	
Class B Common Stock	01/10/2007	S <u>(1)</u>	400	D	\$ 41.92	318,907	D	
Class B Common Stock	01/10/2007	S <u>(1)</u>	200	D	\$ 41.93	318,707	D	
Class B Common Stock	01/10/2007	S <u>(1)</u>	400	D	\$ 41.94	318,307	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	<ol><li>Date Exercisable and</li></ol>	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

SEC 1474

(9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	or Di (D) (Instr	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	01/10/2007		M			24,430	<u>(4)</u>	01/30/2007	Class B Common Stock	24,430

# **Reporting Owners**

Reporting Owner Name / Address	Relationships									
Reporting Owner Name / Address	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 01/12/2007

\*\*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).
- 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. 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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