

Viacom Inc.  
Form 4  
September 12, 2007

**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 \*  
**DOOLEY THOMAS E**

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)  
**09/11/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SEVP, Chief Admin Off & CFO**

**NEW YORK, NY 10036**

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	09/11/2007		M		57,448	A	Ⓛ	175,389	D	
Class B Common Stock	09/11/2007		F		25,163	D	\$ 38.89	150,226	D	
Class B Common Stock	07/06/2007		J <sup>(2)</sup>	V	871.8289	D	\$ 42.5098	264.0721	I	By 401(k)

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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Share Units <sup>(3)</sup>	<u>(1)</u>	09/11/2007		M	57,448	<u>(1)</u> <u>(1)</u>	Class B Common Stock	57,448

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOOLEY THOMAS E 1515 BROADWAY NEW YORK, NY 10036	X		SEVP, Chief Admin Off & CFO	

## Signatures

/s/ Dooley,  
Thomas E.                                      09/12/2007

\_\_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).
  - (1) Shares of the Issuer's Class B common stock were issued to the Reporting Person on September 11, 2007 upon vesting of the first of four equal annual installments of previously granted Restricted Share Units. On September 11, 2007, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$38.89 per share.
  - (2) Involuntary disposition of shares of Viacom Inc. Class B common stock held in the CBS 401(k) Plan (Plan) due to the elimination of the Viacom Class A and Class B common stock funds by the Plan on July 6, 2007. Such action by the Plan also resulted in the involuntary disposition of 399.7326 shares of Viacom Class A common stock at a price of \$42.5125 per share.
  - (3) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated April 12, 2007, 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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