

REDSTONE SUMNER M
Form 4
December 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
REDSTONE SUMNER M

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)
12/12/2005

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class B common stock | 12/12/2005 | | M | | 200,000 | A | \$ 20 345,548 |
| Class B common stock | 12/12/2005 | | S ⁽¹⁾ | | 700 | D | \$ 34.4 344,848 |
| Class B common stock | 12/12/2005 | | S ⁽¹⁾ | | 1,200 | D | \$ 34.41 343,648 |
| Class B common | 12/12/2005 | | S ⁽¹⁾ | | 800 | D | \$ 34.42 342,848 |

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| | | | | | | | |
|----------------------------|------------|------------------------|--------|---|-------------|---------|---|
| stock | | | | | | | |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 800 | D | \$ 34.43 | 342,048 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 200 | D | \$ 34.44 | 341,848 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 900 | D | \$ 34.46 | 340,948 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 34.48 | 340,448 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 600 | D | \$ 34.6 | 339,848 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 2,600 | D | \$ 34.61 | 337,248 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 34.62 | 336,248 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 3,600 | D | \$ 34.63 | 332,648 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 2,600 | D | \$ 34.64 | 330,048 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 11,200 | D | \$ 34.65 | 318,848 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 6,100 | D | \$ 34.66 | 312,748 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 2,600 | D | \$ 34.67 | 310,148 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 2,400 | D | \$ 34.68 | 307,748 | D |
| Class B common stock | 12/12/2005 | <u>S⁽¹⁾</u> | 1,100 | D | \$ 34.69 | 306,648 | D |

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| | | | | | | | | |
|----------------------|------------|------------------|--------|---|----------|------------|---|-------------------------------|
| Class B common stock | 12/12/2005 | S ⁽¹⁾ | 4,200 | D | \$ 34.7 | 302,448 | D | |
| Class B common stock | 12/12/2005 | S ⁽¹⁾ | 11,300 | D | \$ 34.71 | 291,148 | D | |
| Class B common stock | 12/12/2005 | S ⁽¹⁾ | 4,400 | D | \$ 34.72 | 286,748 | D | |
| Class B common stock | 12/12/2005 | S ⁽¹⁾ | 5,700 | D | \$ 34.73 | 281,048 | D | |
| Class B common stock | 12/12/2005 | S ⁽¹⁾ | 2,900 | D | \$ 34.74 | 278,148 | D | |
| Class B common stock | 12/12/2005 | S ⁽¹⁾ | 3,100 | D | \$ 34.75 | 275,048 | D | |
| Class B common stock | 12/12/2005 | S ⁽¹⁾ | 3,800 | D | \$ 34.76 | 271,248 | D | |
| Class B common stock | 12/12/2005 | S ⁽¹⁾ | 1,600 | D | \$ 34.77 | 269,648 | D | |
| Class B common stock | | | | | | 265 | I | By 401(k) |
| Class B common stock | | | | | | 80,782,541 | I | By NAIRI, Inc. ⁽²⁾ |
| Class B common stock | | | | | | 200 | I | By Spouse |

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

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

SEC 1474
(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 of Number of Shares |
|-----------------------------------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|------|---|-----|-----|---------------------|--------------------|----------------------------|----------------------------------|
| Employee Stock Option (right to buy) ⁽³⁾ | \$ 20 | 12/12/2005 | M | 200,000 | | | | | ⁽⁴⁾ | 01/29/2006 | Class B common stock | 200,000 |

Reporting Owners

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

Signatures

By: /s/ Michael D. Fricklas,
 Attorney-in-Fact 12/14/2005

^{**}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 3, 2005. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on 1/29/06 and sell only that number of
- (1) 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., 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 Issuer's long term 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.