

Griffith JoAnne Adams  
 Form 4/A  
 January 30, 2006

**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

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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 \*  
 Griffith JoAnne Adams

(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)  
 12/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ 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 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 <sup>(2)</sup>	<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) <sup>(4)</sup>	\$ 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) <sup>(4)</sup>	\$ 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) <sup>(4)</sup>	\$ 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) <sup>(4)</sup>	\$ 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) <sup>(4)</sup>	\$ 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) <sup>(4)</sup>	\$ 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

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

<sup>\*\*</sup>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.

(9) Each Restricted Share Unit is the economic equivalent of one share of the Issuer's Class B common stock. The Restricted Share Units 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.

(10) In the Merger, each grant of Restricted Stock Units of Viacom Class B common stock was converted into a number of Restricted Stock 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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