Viacom Inc. Form 4 January 19, 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 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

> (First) (Middle)

1515 BROADWAY

(Last)

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Viacom Inc. [VIA, VIAB] 3. Date of Earliest Transaction

(Month/Day/Year) 01/17/2007

4. If Amendment, Date Original

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)

6. Individual or Joint/Group Filing(Check

Chairman of the Board

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	ole I - Non-	-Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	sed of 4 and (A) or	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)
Class B Common Stock	01/17/2007		Code V M	Amount 24,430	(D)	Price \$ 22.0737	349,665	D	
Class B Common Stock	01/17/2007		S(1)	400	D	\$ 41.66	349,265	D	
Class B Common Stock	01/17/2007		S(1)	600	D	\$ 41.67	348,665	D	
Class B Common	01/17/2007		S <u>(1)</u>	300	D	\$ 41.68	348,365	D	

Stock							
Class B Common Stock	01/17/2007	S <u>(1)</u>	2,930	D	\$ 41.7	345,435	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	1,100	D	\$ 41.71	344,335	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	200	D	\$ 41.72	344,135	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	500	D	\$ 41.73	343,635	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	300	D	\$ 41.74	343,335	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	300	D	\$ 41.75	343,035	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	300	D	\$ 41.76	342,735	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	100	D	\$ 41.77	342,635	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	300	D	\$ 41.78	342,335	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	200	D	\$ 41.79	342,135	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	100	D	\$ 41.8	342,035	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	100	D	\$ 41.81	341,935	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	300	D	\$ 41.82	341,635	D
Class B Common Stock	01/17/2007	S <u>(1)</u>	500	D	\$ 41.83	341,135	D

Class B Common Stock	01/17/2007	S(1)	200	D	\$ 41.84	340,935	D	
Class B Common Stock	01/17/2007	S <u>(1)</u>	1,000	D	\$ 41.85	339,935	D	
Class B Common Stock	01/17/2007	S <u>(1)</u>	1,200	D	\$ 41.86	338,735	D	
Class B Common Stock	01/17/2007	S <u>(1)</u>	600	D	\$ 41.87	338,135	D	
Class B Common Stock	01/17/2007	S <u>(1)</u>	1,000	D	\$ 41.88	337,135	D	
Class B Common Stock	01/17/2007	S <u>(1)</u>	900	D	\$ 41.89	336,235	D	
Class B Common Stock	01/17/2007	S <u>(1)</u>	800	D	\$ 41.9	335,435	D	
Class B Common Stock	01/17/2007	S <u>(1)</u>	500	D	\$ 41.91	334,935	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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SEC 1474 (9-02)

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(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	01/17/2007		M			24,430	<u>(4)</u>	01/30/2007	Class B Common Stock	24,430

Reporting Owners

Reporting Owner Name / Address	Relationships								
reporting owner runner runners	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 01/19/2007

**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.

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Reporting Owners 4