#### ABRAMS GEORGE S

Form 4

February 02, 2007

### FORM 4

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

OMB 3235-0287

Estimated average

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**OMB APPROVAL** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Number: January 31, Expires:

2005

0.5

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and A ABRAMS C	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Viacom Inc. [VIA, VIAB]				5. Relationship of Reporting Person(s) to Issuer			
(14)						(Check all applicable)			
(Last)	(First) (N		f Earliest Tra	ansaction			_X_ Director	100	% Owner
1515 BROA		(Month/Day/Year) 01/31/2007				Officer (giv		er (specify	
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK	K, NY 10036						Person	More than One K	eporting
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	Securit	ies Aco	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. SecurionAcquired Disposed (Instr. 3,	(A) or (A) or (A) or	)	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	01/31/2007		M	1,325 (1)	A	(1)	17,951	D	
Class B Common							100	I	As Trustee

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(2)

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# 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. Numb orDerivation Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisab Expiration Date (Month/Day/Year	-		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha	
Director Stock Option (Right to Buy) (3)	\$ 40.67	01/31/2007		A	3,171		<u>(4)</u>	01/31/2017	Class B Common Stock	3,	
Restricted Share Units (5)	(1)	01/31/2007		M		1,325	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,	
Restricted Share Units (5)	\$ 0	01/31/2007		A	1,352		01/31/2008(6)	<u>(6)</u>	Class B Common Stock	1,	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
ABRAMS GEORGE S 1515 BROADWAY NEW YORK, NY 10036	X						

## **Signatures**

By: Michael D. Fricklas, Attorney-in-Fact

\*\*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).
- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2007 upon vesting of previously granted (1) Restricted Share Units. On January 31, 2007, the closing price of the Issuer's Class B Common stock on the New York Stock Exchange was \$40.67 per share.
- (2) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.

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- (3) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- (4) These options vest annually in three equal installments beginning on January 31, 2008.
- (5) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.
- (6) The Restricted Share Units will vest on January 31, 2008 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B common stock upon vesting, unless the Reporting Person has elected to defer settlement.

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.