Viacom Inc. Form 4 February 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

Estimated average 0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

REDSTONE SHARI		Symbol Viacom Inc. [VIA, VIAB]				g	Issuer				
(Lost)	(First) (1	Aiddla)	3. Date of Earliest Transaction				(Check all applicable)				
(Month/Da			ay/Year)				_X_ Director		6 Owner		
1515 BROADWAY			01/31/2007					_X_ Officer (give title Other (specify below) Vice Chair of the Board			
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
·			Filed(Mont	Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK	L, NY 10036							Person	Wore than One Re	.porting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution D							5. Amount of Securities Beneficially	Form: Direct Ir	7. Nature of Indirect Beneficial	
` /		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Class B Common Stock	01/31/2007			M	1,325 (1)	A	(1)	1,325	D		
Class B Common Stock								1,500	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.

Edgar Filing: Viacom Inc. - Form 4

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 orDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and 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 Num 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)	(6)	Class B Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolonia o Hina Huma / Huma oss	Director	10% Owner	Officer	Other			
REDSTONE SHARI 1515 BROADWAY NEW YORK, NY 10036	X		Vice Chair of the Board				

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.

Reporting Owners 2

Edgar Filing: Viacom Inc. - Form 4

- (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.