FOLTA CARL D Form 4 January 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

52.8737

I

January 31, 2005

0.5

Estimated average burden hours per

response...

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

2. Issuer Name and Ticker or Trading

Symbol

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

FOLTA CARL D

Common

Stock

1. Name and Address of Reporting Person *

See Instruction

		Viaco	Viacom Inc. [VIA, VIAB]				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify			
(Last)	· · · · · · · · · · · · · · · · · · ·	(Montl	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2006							
		01/20	.2000				below) EVP, O	below) ffice of the Chai	rman	
	f Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
NEW YOR	K, NY 10036	Filed(N	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	etion Date 2A. Deemed (ay/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired fransaction(A) or Disposed of Code (D) Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			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	01/26/2006		M	686	A	<u>(1)</u>	686	D		
Class B Common Stock	01/26/2006		F	275	D	\$ 43.1	411	D		
Class B										

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

By 401(k)

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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)

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. Transactic Code (Instr. 8)	5. Number on f 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)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (2)	(1)	01/26/2006		M	686	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	686	<u>(2)</u>

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

FOLTA CARL D 1515 BROADWAY NEW YORK, NY 10036

EVP, Office of the Chairman

Signatures

By: Michael D. Fricklas, 01/30/2006 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 26, 2006 upon vesting of one-quarter of previously granted Restricted Share Units. On January 26, 2006, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$43.10 per share.
- (2) Issued under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.

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.

Reporting Owners 2