Viacom Inc. Form 4 July 11, 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

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

may continue. See Instruction

1(b).

(Print or Type Responses)

NEW YORK, NY 10036

1 Name and Address of Departing De

Filed(Month/Day/Year)

OMB APPROVAL

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5 Dalatianship of Danautina Danau(a) to

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REDSTONE SUMNER M			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Viacom Inc. [VIA, VIAB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
1515 BROAI	DWAY		(Month/Day/Year) 07/06/2007	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative S	Securit	ies Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class B Common Stock	07/09/2007		M	32,175	A	\$ 19.2356	381,704	D	
Class B Common Stock	07/09/2007		S(1)	2,320	D	\$ 42.36	379,384	D	
Class B Common Stock	07/09/2007		S <u>(1)</u>	700	D	\$ 42.37	378,684	D	
Class B Common	07/09/2007		S(1)	300	D	\$ 42.47	378,384	D	

Stock							
Class B Common Stock	07/09/2007	S <u>(1)</u>	300	D	\$ 42.49	378,084	D
Class B Common Stock	07/09/2007	S(1)	200	D	\$ 42.5	377,884	D
Class B Common Stock	07/09/2007	S <u>(1)</u>	200	D	\$ 42.51	377,684	D
Class B Common Stock	07/09/2007	S <u>(1)</u>	600	D	\$ 42.53	377,084	D
Class B Common Stock	07/09/2007	S <u>(1)</u>	200	D	\$ 42.54	376,884	D
Class B Common Stock	07/09/2007	S <u>(1)</u>	600	D	\$ 42.55	376,284	D
Class B Common Stock	07/09/2007	S <u>(1)</u>	500	D	\$ 42.56	375,784	D
Class B Common Stock	07/09/2007	S <u>(1)</u>	700	D	\$ 42.57	375,084	D
Class B Common Stock	07/09/2007	S <u>(1)</u>	500	D	\$ 42.58	374,584	D
Class B Common Stock	07/09/2007	S <u>(1)</u>	500	D	\$ 42.59	374,084	D
Class B Common Stock	07/09/2007	S(1)	1,300	D	\$ 42.6	372,784	D
Class B Common Stock	07/09/2007	S(1)	400	D	\$ 42.61	372,384	D
Class B Common Stock	07/09/2007	S(1)	100	D	\$ 42.62	372,284	D
Class B Common Stock	07/09/2007	S(1)	100	D	\$ 42.63	372,184	D

Class B Common Stock	07/09/2007	S(1)	700	D	\$ 42.64	371,484	D	
Class B Common Stock	07/09/2007	S(1)	900	D	\$ 42.65	370,584	D	
Class B Common Stock	07/09/2007	S(1)	1,000	D	\$ 42.66	369,584	D	
Class B Common Stock	07/09/2007	S(1)	600	D	\$ 42.67	368,984	D	
Class B Common Stock	07/09/2007	S(1)	1,200	D	\$ 42.68	367,784	D	
Class B Common Stock	07/09/2007	S(1)	700	D	\$ 42.69	367,084	D	
Class B Common Stock	07/09/2007	S(1)	300	D	\$ 42.7	366,784	D	
Class B Common Stock	07/09/2007	S(1)	400	D	\$ 42.71	366,384	D	
Class B Common Stock	07/06/2007	J <u>(2)</u>	114.5374	D	\$ 42.5098	0	I	By 401(k)
Class B Common Stock						31,689,938	I	By NAIRI, Inc. (3)
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)

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

 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	Transacti	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) (4)	\$ 19.2356	07/09/2007		M			32,175	<u>(5)</u>	08/01/2007	Class B Common Stock	32,175

Reporting Owners

Reporting Owner Name / Address	Relationships								
Reporting Owner Name / Address	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 07/11/2007

**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 May 11, 2007.

 Pursuant to the plan, the reporting person will exercise options that would otherwise expire on August 1, 2007 and sell only that number of shares necessary so that the proceeds of the sales will be sufficient to pay the exercise price, withholding taxes and any other fees associated with the exercise of these stock options.
- Involuntary disposition of shares of Viacom Inc. Class B common stock held in the CBS 401(k) Plan (Plan) due to the elimination of the Viacom Class A and Class B common stock funds by the Plan. Such action by the Plan also resulted in the involuntary disposition of 194.5859 phantom shares of Viacom Class B common stock held in the reporting person's CBS Excess 401(k) Plan at the same price.
- (3) 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.
- (4) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- (5) Current.

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