#### REDSTONE SUMNER M

Form 4

December 15, 2005

# FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

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

burden hours per response...

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** REDSTONE SUMNER M			2. Issuer Name and Ticker or Trading Symbol VIACOM INC [VIA, VIAB]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1515 BROA	DWAY		(Month/Day/Year) 12/14/2005	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			

#### NEW YORK, NY 10036

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acqu	ired, 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)	3. Transaction Code (Instr. 8)	4. Securities corr Dispose (Instr. 3, 4	d of (I	<b>)</b> )	5. Amount of 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)
Class B common	12/14/2005		Code V M	Amount 200,000	(D)	Price \$ 20	(Instr. 3 and 4) 439,048	D	
stock									
Class B common stock	12/14/2005		S <u>(1)</u>	1,700	D	\$ 34.54	437,348	D	
Class B common stock	12/14/2005		S <u>(1)</u>	1,980	D	\$ 34.55	435,368	D	
Class B common	12/14/2005		S <u>(1)</u>	2,700	D	\$ 34.56	432,668	D	

# Edgar Filing: REDSTONE SUMNER M - Form 4

12/14/2005	S <u>(1)</u>	1,800	D	\$ 430,868 D
12/14/2005	S <u>(1)</u>	5,200	D	\$ 425,668 D
12/14/2005	S(1)	5,800	D	\$ 34.6 419,868 D
12/14/2005	S <u>(1)</u>	1,600	D	\$ 418,268 D
12/14/2005	S <u>(1)</u>	4,500	D	\$ 413,768 D
12/14/2005	S <u>(1)</u>	6,900	D	\$ 406,868 D
12/14/2005	S <u>(1)</u>	6,700	D	\$ 400,168 D
12/14/2005	S(1)	3,500	D	\$ 396,668 D
12/14/2005	S <u>(1)</u>	1,300	D	\$ 395,368 D
12/14/2005	S <u>(1)</u>	2,100	D	\$ 393,268 D
12/14/2005	S(1)	1,800	D	\$ 391,468 D
12/14/2005	S(1)	8,600	D	\$ 382,868 D
12/14/2005	S(1)	5,200	D	\$ 34.7 377,668 D
12/14/2005	S <u>(1)</u>	3,300	D	\$ 374,368 D
	12/14/2005  12/14/2005  12/14/2005  12/14/2005  12/14/2005  12/14/2005  12/14/2005  12/14/2005  12/14/2005  12/14/2005  12/14/2005	12/14/2005       \$\frac{(1)}{2}\$         12/14/2005       \$\frac{(1)}{2	$12/14/2005$ $S_{\frac{(1)}{2}}$ $5,200$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $5,800$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $1,600$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $4,500$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $6,900$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $3,500$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $1,300$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $1,800$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $1,800$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $8,600$ $12/14/2005$ $S_{\frac{(1)}{2}}$ $5,200$	12/14/2005       S(1)       5,200       D         12/14/2005       S(1)       5,800       D         12/14/2005       S(1)       1,600       D         12/14/2005       S(1)       4,500       D         12/14/2005       S(1)       6,900       D         12/14/2005       S(1)       6,700       D         12/14/2005       S(1)       3,500       D         12/14/2005       S(1)       1,300       D         12/14/2005       S(1)       1,800       D         12/14/2005       S(1)       1,800       D         12/14/2005       S(1)       8,600       D         12/14/2005       S(1)       5,200       D

## Edgar Filing: REDSTONE SUMNER M - Form 4

Class B common stock	12/14/2005	S <u>(1)</u>	5,600	D	\$ 34.72	368,768	D	
Class B common stock	12/14/2005	S <u>(1)</u>	7,500	D	\$ 34.73	361,268	D	
Class B common stock	12/14/2005	S <u>(1)</u>	4,800	D	\$ 34.74	356,468	D	
Class B common stock	12/14/2005	S <u>(1)</u>	3,600	D	\$ 34.75	352,868	D	
Class B common stock	12/14/2005	S <u>(1)</u>	2,600	D	\$ 34.76	350,268	D	
Class B common stock	12/14/2005	S <u>(1)</u>	1,900	D	\$ 34.77	348,368	D	
Class B common stock	12/14/2005	S <u>(1)</u>	600	D	\$ 34.78	347,768	D	
Class B common stock	12/14/2005	S <u>(1)</u>	600	D	\$ 34.79	347,168	D	
Class B common stock						265	I	By 401(k)
Class B common stock						80,782,541	I	By NAIRI, Inc. (2)
Class B common stock						200	I	By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. 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)

### Edgar Filing: REDSTONE SUMNER M - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Disp	nired (A) or osed of (D) : 3, 4, and				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee Stock Option (right to buy) (3)	\$ 20	12/14/2005		M			200,000	<u>(4)</u>	01/29/2006	Class B common stock	200,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
REDSTONE SUMNER M 1515 BROADWAY NEW YORK, NY 10036	X	X	Chairman & CEO					

## **Signatures**

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

12/15/2005

\*\*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 3, 2005. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on 1/29/06 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.
- These securities are owned directly by NAIRI Inc., 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 Issuer's long term incentive plan.
- (4) Current.

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 4