REDSTONE SUMNER M

Form 4

January 17, 2007

FORM 4

Form 5

obligations

Check this box

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

SECURITIES

OMB Number:

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if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940 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 (Check all applicable) | | |
|--|-------------------------|--|---|--|--|--|
| (Last) | (Last) (First) (Middle) | | 3. Date of Earliest Transaction | (Check all applicable) | | |
| 1515 BROADWAY | | | (Month/Day/Year) 01/12/2007 | _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specification) below) Chairman of the Board | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| NEW YORK, NY 10036 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivative | Secu | rities Acquii | red, 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. Transactic Code (Instr. 8) | 4. Securit corr Dispos (Instr. 3, | sed of 64 and 3 | ` ′ | 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 | 01/12/2007 | | M | 24,430 | | \$ 22.0737 | 337,565 | D | |
| Class B Common Stock | 01/12/2007 | | S <u>(1)</u> | 100 | D | \$ 41.71 | 337,465 | D | |
| Class B Common Stock | 01/12/2007 | | S <u>(1)</u> | 100 | D | \$ 41.73 | 337,365 | D | |
| Class B Common | 01/12/2007 | | S(1) | 400 | D | \$ 41.76 | 336,965 | D | |

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| Stock | | | | | | | |
|----------------------------|------------|--------------|-------|---|----------|---------|---|
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 600 | D | \$ 41.77 | 336,365 | D |
| Class B Common Stock | 01/12/2007 | S(1) | 300 | D | \$ 41.78 | 336,065 | D |
| Class B Common Stock | 01/12/2007 | S(1) | 400 | D | \$ 41.79 | 335,665 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 3,346 | D | \$ 41.8 | 332,319 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 400 | D | \$ 41.81 | 331,919 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 500 | D | \$ 41.82 | 331,419 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 900 | D | \$ 41.83 | 330,519 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 300 | D | \$ 41.84 | 330,219 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 1,100 | D | \$ 41.85 | 329,119 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 600 | D | \$ 41.86 | 328,519 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 400 | D | \$ 41.87 | 328,119 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 1,400 | D | \$ 41.88 | 326,719 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 800 | D | \$ 41.89 | 325,919 | D |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 800 | D | \$ 41.9 | 325,119 | D |

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| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 200 | D | \$ 41.91 | 324,919 | D | |
|----------------------------|------------|--------------|-----|---|----------|------------|---|--------------------------|
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 300 | D | \$ 41.92 | 324,619 | D | |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 400 | D | \$ 41.93 | 324,219 | D | |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 300 | D | \$ 41.94 | 323,919 | D | |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 400 | D | \$ 41.95 | 323,519 | D | |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 100 | D | \$ 41.96 | 323,419 | D | |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 600 | D | \$ 41.97 | 322,819 | D | |
| Class B Common Stock | 01/12/2007 | S <u>(1)</u> | 700 | D | \$ 41.98 | 322,119 | D | |
| Class B Common Stock | | | | | | 121 | I | By 401(k) |
| Class B Common Stock | | | | | | 32,861,672 | I | By NAIRI, Inc. (2) |
| 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)

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

| 1. 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 | Transaction | 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) | | or Disposed of (D) (Instr. 3, 4, | | | | | |
|--|------------------------------------|------------|------------------|---------|----|--|--------|----------------------------------|--------------------|----------------------------|-------------------------------------|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Employee Stock Option (Right to Buy) (3) | \$ 22.0737 | 01/12/2007 | | M | | | 24,430 | <u>(4)</u> | 01/30/2007 | Class B Common Stock | 24,430 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------------|-------|--|--|--|--|
| reporting owner runner runners | 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

**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 10, 2006. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on January 30, 2007 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.
- (2) 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.
- (3) Right to buy under the Viacom Inc. 2006 Long-Term Management 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