VIACOM INC Form 4 October 05, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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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

(Print or Type Responses)

1515 BROADWAY

1(b).

may continue.

See Instruction

1. Name and Address of Reporting Person * Freston Thomas E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

VIACOM INC [VIA, VIAB] (Middle)

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

10/03/2005

below) Co-President and Co-COO

(Street) 4. If Amendment, Date Original

(Zip)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 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**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

D

S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disposed o	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Phantom Common Stock Units	<u>(1)</u>	10/03/2005		A	5.7873 (2)		<u>(1)</u>	<u>(1)</u>	Class A common stock	5.7873
Class B Phantom Common Stock Units	<u>(1)</u>	10/03/2005		A	22.0151 (2)		<u>(1)</u>	<u>(1)</u>	Class B common stock	22.0151

Reporting Owners

Director 10% Owner Officer Other

Freston Thomas E 1515 BROADWAY NEW YORK, NY 10036

Co-President and Co-COO

Signatures

/s/ Freston, Thomas E. 10/05/2005

**Signature of Date
Reporting Person

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).
- (1) Phantom common stock units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to Issuer's excess 401(k) plan.
- (2) Phantom Common Stock Units credited in respect of hypothetical dividends pursuant to the Issuer's excess 401(k) plan.
- (3) Includes the following Class A Phantom stock units that were credited as dividends on the indicated dates but not previously reported: 7/1/04, 4.5031; 10/01/04, 4.6732; 1/3/05, 5.0849; 4/1/05, 5.4411; and 07/01/05, 5.8935.
- (4) Includes the following Class B Phantom stock units that were credited as dividends on the indicated dates but not previously reported: 7/1/04, 17.304; 10/01/04, 18.4487; 1/3/05, 19.5657; 4/1/05, 20.7036; and 07/01/05, 22.422.

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.

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