REDSTONE SUMNER M
Form 4
December 09, 2005

FORM 4

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REDSTONE SUMNER M

(Last) (First) (Middle)

1515 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VIACOM INC [VIA, VIAB]

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_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

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Class B common stock	12/07/2005		M		200,000	A	$ 20	210,080	D	
Class B common stock	12/07/2005		S(1)		800	D	$ 34.75	209,280	D	
Class B common stock	12/07/2005		S(1)		800	D	$ 34.84	208,480	D	
Class B common	12/07/2005		S(1)		1,900	D	$ 34.85	206,580	D	

stock							
Class B common stock	12/07/2005	S[(1)]	2,900	D	$ 34.86	203,680	D
Class B common stock	12/07/2005	S[(1)]	5,500	D	$ 34.87	198,180	D
Class B common stock	12/07/2005	S[(1)]	4,900	D	$ 34.88	193,280	D
Class B common stock	12/07/2005	S[(1)]	3,200	D	$ 34.89	190,080	D
Class B common stock	12/07/2005	S[(1)]	9,400	D	$ 34.9	180,680	D
Class B common stock	12/07/2005	S[(1)]	11,100	D	$ 34.91	169,580	D
Class B common stock	12/07/2005	S[(1)]	21,300	D	$ 34.92	148,280	D
Class B common stock	12/07/2005	S[(1)]	15,400	D	$ 34.93	132,880	D
Class B common stock	12/07/2005	S[(1)]	11,000	D	$ 34.94	121,880	D
Class B common stock	12/07/2005	S[(1)]	15,200	D	$ 34.95	106,680	D
Class B common stock	12/07/2005	S[(1)]	14,800	D	$ 34.96	91,880	D
Class B common stock	12/07/2005	S[(1)]	9,600	D	$ 34.97	82,280	D
Class B common stock	12/07/2005	S[(1)]	12,100	D	$ 34.98	70,180	D
Class B common stock	12/07/2005	S[(1)]	7,500	D	$ 34.99	62,680	D

Class B common stock	12/07/2005	S[(1)]	1,624	D	$ 35	61,056	D	
Class B common stock	12/07/2005	S[(1)]	2,400	D	$ 35.01	58,656	D	
Class B common stock	12/07/2005	S[(1)]	1,500	D	$ 35.02	57,156	D	
Class B common stock	12/07/2005	S[(1)]	300	D	$ 35.05	56,856	D	
Class B common stock	12/07/2005	S[(1)]	400	D	$ 35.07	56,456	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.

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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 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. Transaction Code (Instr. 8)		5. Number of 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Employee Stock Option	$ 20	12/07/2005		M			200,000	[(4)]	01/29/2006	Class B common stock	200,000

(right to buy) [(3)]

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	12/09/2005
**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).

(1) 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.

(2) 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.
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