REDSTONE SUMNER M

Form 4

December 21, 2005

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

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

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VIACOM INC [VIA, VIAB]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director X__ 10% Owner X_ Officer (give title _ Other (specify below)

12/20/2005

Chairman & CEO

6. Individual or Joint/Group Filing(Check

1515 BROADWAY

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Person

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 Acquired oner Disposed of (D) (Instr. 3, 4 and 5)) Securities		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class B common stock	12/20/2005		M	200,000	A	\$ 20	620,805	D	
Class B common stock	12/20/2005		S <u>(1)</u>	1,200	D	\$ 33.2	619,605	D	
Class B common stock	12/20/2005		S <u>(1)</u>	2,900	D	\$ 33.21	616,705	D	
Class B common	12/20/2005		S(1)	2,300	D	\$ 33.23	614,405	D	

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stock							
Class B common stock	12/20/2005	S <u>(1)</u>	3,600	D	\$ 33.24	610,805	D
Class B common stock	12/20/2005	S(1)	800	D	\$ 33.25	610,005	D
Class B common stock	12/20/2005	S <u>(1)</u>	2,900	D	\$ 33.26	607,105	D
Class B common stock	12/20/2005	S <u>(1)</u>	1,000	D	\$ 33.27	606,105	D
Class B common stock	12/20/2005	S <u>(1)</u>	2,200	D	\$ 33.28	603,905	D
Class B common stock	12/20/2005	S(1)	800	D	\$ 33.29	603,105	D
Class B common stock	12/20/2005	S(1)	2,085	D	\$ 33.3	601,020	D
Class B common stock	12/20/2005	S <u>(1)</u>	1,000	D	\$ 33.31	600,020	D
Class B common stock	12/20/2005	S <u>(1)</u>	1,100	D	\$ 33.32	598,920	D
Class B common stock	12/20/2005	S <u>(1)</u>	1,000	D	\$ 33.33	597,920	D
Class B common stock	12/20/2005	S <u>(1)</u>	3,600	D	\$ 33.34	594,320	D
Class B common stock	12/20/2005	S <u>(1)</u>	900	D	\$ 33.36	593,420	D
Class B common stock	12/20/2005	S <u>(1)</u>	3,800	D	\$ 33.37	589,620	D
Class B common stock	12/20/2005	S(1)	3,900	D	\$ 33.38	585,720	D

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Class B common stock	12/20/2005	S <u>(1)</u>	3,200	D	\$ 33.39	582,520	D	
Class B common stock	12/20/2005	S <u>(1)</u>	2,400	D	\$ 33.4	580,120	D	
Class B common stock	12/20/2005	S <u>(1)</u>	8,300	D	\$ 33.41	571,820	D	
Class B common stock	12/20/2005	S <u>(1)</u>	6,800	D	\$ 33.42	565,020	D	
Class B common stock	12/20/2005	S <u>(1)</u>	9,300	D	\$ 33.43	555,720	D	
Class B common stock	12/20/2005	S <u>(1)</u>	13,100	D	\$ 33.44	542,620	D	
Class B common stock	12/20/2005	S <u>(1)</u>	12,300	D	\$ 33.45	530,320	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	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	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		
	Derivative				Disposed of (D)		
	Security				(Instr. 3, 4, and		
					5)		

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			Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee Stock Option (right to buy) (3)	\$ 20	12/20/2005	М		200,000	<u>(4)</u>	01/29/2006	Class B common stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
Troporting O Water France, Frances	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

**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.
- (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. 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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