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

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOONVES LESLIE

(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)
10/03/2005

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

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

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								39,460	D	
Class B common stock								1,098	I	By 401(k)
Class B common stock								542	I	By IRA
Class B common								16	I	By Reporting

stock					Person's children
Class B common stock			573	I	By Spouse - 401(k) Plan (1)

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 or Number of Shares
Class B Phantom Common Stock Units	(2)	10/03/2005		A		2.1547 (3)		(2)(4)	(2)	Class B common stock	2.1547
Employee Stock Option (right to buy) (6)	$ 36.92							(4)	03/31/2009	Class B common stock	203
Employee Stock Option (right to buy) (6)	$ 52.27							(4)	04/01/2010	Class B common stock	335
Employee Stock Option (right to buy) (6)	$ 43.165							(4)	04/01/2011	Class B common stock	487
Employee Stock	$ 47.635							(4)	03/30/2012	Class B common	462

Option (right to buy)					stock	
Employee Stock Option (right to buy) (6)	$ 37.81		04/03/2006	03/28/2013	Class B common stock	992
Employee Stock Option (right to buy) (6)	$ 39.01		04/01/2007	03/31/2014	Class B common stock	1,025
Employee Stock Option (right to buy) (6)	$ 34.87		04/01/2008	03/31/2015	Class B common stock	1,291

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOONVES LESLIE 1515 BROADWAY NEW YORK, NY 10036			Co-President & Co-COO	

Signatures

/s/ Moonves, Leslie	10/05/2005
**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) Reporting Person may be deemed to have acquired a beneficial ownership interest in these securities upon marriage to the owner. The Reporting Person, however, disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.

(2) 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.

(3) Phantom Common Stock Units credited in respect of hypothetical dividends pursuant to the Issuer's excess 401(k) plan.

(4) Current.

(5) Includes (1) the following class B phantom stock units that were credited as dividends on the indicated dates but not previously reported: 7/1/04, 1.6937; 10/01/04, 1.8057; 1/3/05, 1.915; 4/1/05, 2.0264; and 07/01/05, 2.1946; and (2) 172.9673 phantom units that are held by Mr. Moonves indirectly, though his spouse.

(6) Right to buy under Issuer's long term incentive plan.

Remarks:

Since the date of the Reporting Person's last ownership report, he no longer has a beneficial interest in 542 shares of Class B c

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