SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Ianniello Joseph R	2. Date of Event Requiring Statement (Month/Day/Year) 07/20/2005		3. Issuer Name and Ticker or Trading Symbol <u>VIACOM INC</u> [VIA, VIAB]					
(Last) (First) (Middle) 1515 BROADWAY			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title other (specify below)			 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) NEW YORK NY 10036			SVP and Treasurer		X	X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			. Amount of Securities leneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		cṫ(D) (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Class B common stock			826	D				
Class B common stock			832	Ι	By 4	01(k)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Class B Phantom Common Stock Units	(1)	(1)	Class B common stock	308	(1)	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	01/26/2009	Class B common stock	8,680	31.5	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	03/31/2009	Class B common stock	406	36.92	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	01/25/2010	Class B common stock	16,275	56.27	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	04/01/2010	Class B common stock	324	52.27	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	04/01/2011	Class B common stock	463	43.165	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	01/30/2012	2 Class B common stock	20,000	39.5	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	03/30/2012	2 Class B common stock	504	47.635	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	01/29/2013	Class B common stock	30,000	39.33	D		
Employee Stock Option (right to buy) ⁽²⁾	04/03/2006	03/28/2013	Class B common stock	926	37.81	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	01/28/2014	Class B common stock	35,000	40.39	D		
Employee Stock Option (right to buy) ⁽²⁾	(4)	01/26/2013	Class B common stock	24,500	37.38	D		
Employee Stock Option (right to buy) ⁽²⁾	(3)	01/31/2011	Class B common stock	15,000	55.2	D		
Restricted Stock Units ⁽⁵⁾	(6)	(6)	Class B common stock	4,375	0.000(6)	D		

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

3. Current

4. This option vests in four equal annual installments beginning on January 26, 2006.

5. Issued under Issuer's long term incentive plan.

6. The Restricted Stock Units will vest in four equal annual installments beginning on January 26, 2006 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting.

Remarks:

/s/ Ianniello, Joseph R

07/28/2005

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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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