REDSTONE SHARI

Form 4

February 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction

1(b).

Class B

Stock

Common

(Print or Type Responses)

1. Name and A REDSTONE	Symbol	Name and Inc. [VIA	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		f Earliest Tra		(Check all applicable)		
,		(Month/I	ay/Year)	ansaction	_X_ Director _X_ Officer (give ti	10% Owner title Other (specify	
1515 BROA	01/31/2	009		below)	below) nair of the Board		
			ndment, Dan hth/Day/Year)	Č	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORK				Form filed by More than One Reporting Person			
(City)	(State)	Zip) Tabl	e I - Non-D	erivative Securities A	cquired, Disposed of,	or Beneficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	Securities For Beneficially (If Owned If Following (If Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect D) or Beneficial Ownership Instr. 4) (Instr. 4)	
Class B Common Stock	01/31/2009		Code V M	Amount (D) Price 1,421 (1) A (1)	4,098 D)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Ι

1,500

as Trustee

(2)

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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. Transactio Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Director Stock Option (Right to Buy) (3)	\$ 14.75	01/31/2009		A	3,171		<u>(4)</u>	01/31/2019	Class B Common Stock	3,
Restricted Share Units (5)	<u>(6)</u>	01/31/2009		A	3,728		01/31/2010(6)	<u>(6)</u>	Class B Common Stock	3,
Restricted Share Units (5)	(1)	01/31/2009		M		1,421	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
REDSTONE SHARI 1515 BROADWAY NEW YORK, NY 10036	X		Vice Chair of the Board			

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Shari
Redstone
02/03/2009

**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) Represents vesting of previously granted Restricted Share Units, the settlement of which the Reporting Person elected to defer. On the date of vesting, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$14.75 per share.
- (2) The Reporting Person 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.
- (3) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.

Reporting Owners 2

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- (4) These options vest annually in three equal installments beginning on January 31, 2010.
- (5) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.
- (6) The Restricted Share Units will vest on January 31, 2010 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B common stock upon vesting, unless the Reporting Person has elected to defer settlement.

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.