

REDSTONE SUMNER M
Form 4
January 04, 2006

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)

51 WEST 52ND STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIACOM INC [CBS, CBS.A]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 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		
CBS Class A common stock	12/31/2005		A		40	A	(1) 40	D	
CBS Class A common stock	12/31/2005		A		46,829,414	A	(1) 46,829,414	I	By NAIRI, Inc. (2)
CBS Class B common stock	12/31/2005		A		231,760	A	(3) 231,760	D	

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CBS Class B common stock	12/31/2005	A	121	A	<u>(3)</u>	121	I	By 401(k)
CBS Class B common stock	12/31/2005	A	39,809,527	A	<u>(3)</u>	39,809,527	I	By NAIRI, Inc. <u>(2)</u>
CBS Class B common stock	12/31/2005	A	100	A	<u>(3)</u>	100	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 Number Shares
Class B Phantom Common Stock Units	<u>(4)</u>	12/31/2005		A	389	<u>(4)</u> <u>(4)</u>	CBS Class B common stock 38
Class B Phantom Common Stock Units	<u>(6)</u>	12/31/2005		A	1,437	<u>(6)</u> <u>(6)</u>	CBS Class B common stock 1,4
Employee Stock Option (right to buy) <u>(7)</u>	\$ 13.7424	01/03/2006		A	244,304	<u>(8)</u> 01/30/2007	CBS Class B common stock 244,
Employee Stock	\$ 11.9755	01/03/2006		A	321,750	<u>(8)</u> 08/01/2007	CBS Class B 321,

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Option (right to buy) <u>(7)</u>								common stock	
Employee Stock Option (right to buy) <u>(7)</u>	\$ 24	01/03/2006	A	1,954,436	<u>(8)</u>	08/20/2008		CBS Class B common stock	1,954,
Employee Stock Option (right to buy) <u>(7)</u>	\$ 43.7792	01/03/2006	A	977,218	<u>(8)</u>	05/04/2010		CBS Class B common stock	977,
Employee Stock Option (right to buy) <u>(7)</u>	\$ 44.7686	01/03/2006	A	366,456	<u>(8)</u>	05/23/2011		CBS Class B common stock	366,
Employee Stock Option (right to buy) <u>(7)</u>	\$ 37.8189	01/03/2006	A	293,165	<u>(8)</u>	05/22/2012		CBS Class B common stock	293,
Employee Stock Option (right to buy) <u>(7)</u>	\$ 34.615	01/03/2006	A	390,887	<u>(8)</u>	05/21/2013		CBS Class B common stock	390,
Employee Stock Option (right to buy) <u>(7)</u>	\$ 29.5735	01/03/2006	A	268,734	<u>(10)</u>	05/19/2014		CBS Class B common stock	268,
Employee Stock Option (right to buy) <u>(7)</u>	\$ 27.8852	01/03/2006	A	244,304	<u>(8)</u>	07/01/2014		CBS Class B common stock	244,
Employee Stock Option (right to buy) <u>(7)</u>	\$ 27.8852	01/03/2006	A	488,609	<u>(11)</u>	07/01/2014		CBS Class B common stock	488,

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