

VIACOM INC
Form 4
October 05, 2005

FORM 4

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

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

**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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRICKLAS MICHAEL D

(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
☒ Officer (give title below) ____ Other (specify below)

EVP, General Counsel & Sec'y

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	(D)	Price

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

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Underlying Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	(Instr. 3 and 4)	(Instr. 3 and 4)	(Instr. 3 and 4)	(Instr. 3 and 4)	(Instr. 3 and 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Phantom Common Stock Units	(1)	10/03/2005	A		0.0569 (2)		(1)	(1)	Class A common stock	0.0569
Class B Phantom Common Stock Units	(1)	10/03/2005	A		7.9382 (2)		(1)	(1)	Class B common stock	7.9382

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRICKLAS MICHAEL D
1515 BROADWAY
NEW YORK, NY 10036

EVP, General Counsel & Sec'y

Signatures

/s/ Fricklas,
Michael D. 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) 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) Phantom Common Stock Units credited in respect of hypothetical dividends pursuant to the Issuer's excess 401(k) plan.

Includes the following Class A Phantom stock units that were credited as dividends on the indicated dates but not previously reported:

(3) 10/01/03, 0.0397; 01/02/04, 0.0356; 04/01/04, 0.0406; 7/1/04, 0.0442; 10/01/04, 0.046; 1/3/05, 0.0501; 4/1/05, 0.0535; and 07/01/05, 0.0578.

Includes the following Class B Phantom stock units that were credited as dividends on the indicated dates but not previously reported:

(4) 10/01/03, 5.6182; 01/02/04, 4.9509; 04/01/04, 5.685; 7/1/04, 6.2396; 10/01/04, 6.6523; 1/3/05, 7.0551; 4/1/05, 7.4654; and 07/01/05, 8.0849.

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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