Viacom Inc. Form 4 May 04, 2006

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

(Print or Type Responses)

1. Name and Address of Reporting Person * **DOLAN MICHAEL J**

> (First) (Middle)

(Last)

1515 BROADWAY

(Street)

NEW YORK, NY 10036

2. Issuer Name and Ticker or Trading Symbol

Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

Issuer (Check all applicable) Director 10% Owner Other (specify X_ Officer (give title below) Exec. VP and CFO 6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)				ed of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu: 1)	
Class B Common Stock	05/02/2006		M	5,212	A	(1)	10,212	D	
Class B Common Stock	05/02/2006		F	1,971	D	\$ 38.86	8,241	D	

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. Transacti 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)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (2)	<u>(1)</u>	05/02/2006		M	5,212	<u>(1)</u>	(1)	Class B Common Stock	5,212	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DOLAN MICHAEL J 1515 BROADWAY NEW YORK, NY 10036

Exec. VP and CFO

Signatures

/s/ Dolan,

Michael J. 05/04/2006

**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).
- Shares of the Issuer's Class B common stock were issued to the Reporting Person on May 2, 2006 upon vesting of one-quarter of previously granted Restricted Share Units. The RSUs were granted subject to vesting based on the attainment of performance criteria specified for 2005. On May 2, 2006, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$38.86 per share.
- (2) Issued under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.

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.

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