DOLAN MICHAEL J

Form 4

January 26, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or

if no longer

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

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

(First)

(Street)

(State)

(Month/Day/Year)

Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

Viacom Inc. [VIA, VIAB]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

01/24/2006

Director 10% Owner X_ Officer (give title

below)

Other (specify below)

1515 BROADWAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Exec. VP and CFO

Applicable Line)

X 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

NEW YORK, NY 10036

1. Title of 2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (1)	<u>(2)</u>	01/24/2006		A		20,850		(2)	(2)	Class B Common Stock	20,850	

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. 01/26/2006

**Signature of Person Date

Reporting Person

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) Issued for no consideration under the Viacom Inc. 2006 Long-Term Management Incentive Plan upon the certification on January 24, 2006 of attainment of performance criteria for 2005.
- Each Restricted Share Unit is the economic equivalent of one share of the Issuer's Class B common stock. The Restricted Share Units will (2) vest in four equal annual installments beginning on May 2, 2006 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting.

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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