

FRICKLAS MICHAEL D
Form 4
June 05, 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 *
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)
06/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP, General Counsel and Secy

6. Individual or Joint/Group Filing (Check 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

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
Class B Common Stock	06/01/2006		M		10,000	A	\$ 22.0737
Class B Common Stock	06/01/2006		S ⁽¹⁾		400	D	\$ 37.59
Class B Common Stock	06/01/2006		S ⁽¹⁾		300	D	\$ 37.6
Class B Common	06/01/2006		S ⁽¹⁾		300	D	\$ 37.61

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Stock								
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 37.63	11,168	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 37.64	10,368	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 37.65	9,568	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	300	D	\$ 37.66	9,268	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	1,100	D	\$ 37.67	8,168	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	1,900	D	\$ 37.69	6,268	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	500	D	\$ 37.7	5,768	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	700	D	\$ 37.71	5,068	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	600	D	\$ 37.72	4,468	D	
Class B Common Stock	06/01/2006	<u>S⁽¹⁾</u>	1,500	D	\$ 37.75	2,968	D	
Class B Common Stock						806	I	By 401(k)

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

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(9-02)

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

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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 or Number of Shares
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 22.0737	06/01/2006		M	10,000	⁽³⁾ 08/01/2006	Class B Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRICKLAS MICHAEL D 1515 BROADWAY NEW YORK, NY 10036			EVP, General Counsel and Secy	

Signatures

/s/ Fricklas,
Michael D. 06/05/2006

__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).

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27,

(1) 2006. Pursuant to the plan, the reporting person's options that would otherwise expire on August 1, 2006 were exercised and the underlying shares sold on his behalf.

(2) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.

(3) Current.

(4) Granted 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.

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