

Griffith JoAnne Adams
 Form 4/A
 January 30, 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 *
 Griffith JoAnne Adams

2. Issuer Name and Ticker or Trading Symbol
 Viacom Inc. [VIA, VIAB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1515 BROADWAY
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Human Resources

NEW YORK, NY 10036
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/04/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | |
| Class B Common Stock | 12/31/2005 | | A | 3,055 A <u>1</u> | 3,055 | I | By 401(k) |

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

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SEC 1474 (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 |
| Class B Phantom Common Stock Units ⁽²⁾ | <u>(3)</u> | 12/31/2005 | | A | | 630 | | <u>(3)</u> | <u>(3)</u> | Class B Common Stock | 630 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 19.2356 | 01/03/2006 | | A | | 4,360 | | <u>(5)</u> | 08/01/2007 | Class B Common Stock | 4,360 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 52.8979 | 01/03/2006 | | A | | 15,856 | | <u>(5)</u> | 08/01/2009 | Class B Common Stock | 15,856 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 88.2945 | 01/03/2006 | | A | | 1,982 | | <u>(5)</u> | 08/01/2010 | Class B Common Stock | 1,982 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 69.6265 | 01/03/2006 | | A | | 15,856 | | <u>(5)</u> | 01/31/2011 | Class B Common Stock | 15,856 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 49.8233 | 01/03/2006 | | A | | 17,838 | | <u>(5)</u> | 01/30/2012 | Class B Common Stock | 17,838 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 47.1493 | 01/03/2006 | | A | | 13,874 | | <u>(7)</u> | 01/26/2013 | Class B Common Stock | 13,874 |
| | \$ 49.6089 | 01/03/2006 | | A | | 17,838 | | <u>(5)</u> | 01/29/2013 | | 17,838 |

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exercise price by 0.792802.

(7) These options vest annually in four equal installments beginning on January 26, 2006.

(8) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan.

(9) Each Restricted Share Unit is the economic equivalent of one share of the Issuer's Class B common stock. The Restricted Share Units will vest in four equal annual installments beginning on January 26, 2006 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting.

(10) In the Merger, each grant of Restricted Stock Units of Viacom Class B common stock was converted into a number of Restricted Stock Units of the Issuer's Class B common stock determined by multiplying the number of Restricted Stock Units included in the grant before the Merger by 0.792802.

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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