

ANDELMAN DAVID R
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ANDELMAN DAVID R

(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)
12/31/2005

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)

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 Ownership (Instr. 4)
				(A) or (D)	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)

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---

Edgar Filing: ANDELMAN DAVID R - Form 4

	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Director Stock Option (right to buy)	\$ 54.25	12/31/2005	D	10,000	12/14/2001	12/14/2010	Class B common stock	10,000
Director Stock Option (right to buy)	\$ 55.2	12/31/2005	D	3,000	01/31/2002	01/31/2011	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 39.99	12/31/2005	D	3,000	01/31/2003	01/31/2012	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 38.55	12/31/2005	D	3,000	01/31/2004	01/31/2013	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 40.3	12/31/2005	D	4,000	<u>(2)</u>	01/31/2014	Class B common stock	4,000
Director Stock Option (right to buy)	\$ 37.34	12/31/2005	D	4,000	<u>(3)</u>	01/31/2015	Class B common stock	4,000
Phantom Class A Common Stock Units	<u>(4)</u>	12/31/2005	D	4,563	<u>(4)</u>	<u>(4)</u>	Class A common stock	4,563
Phantom Class B Common Stock Units	<u>(4)</u>	12/31/2005	D	4,597	<u>(4)</u>	<u>(4)</u>	Class B common stock	4,597

