

VIACOM INC
Form 3
July 29, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ianniello Joseph R | | (Month/Day/Year) | VIACOM INC [VIA, VIAB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/20/2005 | | |
| 1515 BROADWAY | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| NEW YORK,Â NYÂ 10036 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP and Treasurer | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class B common stock | 826 | D | Â |
| Class B common stock | 832 | I | By 401(k) |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------|--------------------|----------------------------|----------------------------------|-----------------|--|---|
| Class B Phantom Common Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Class B common stock | 308 | \$ <u>(1)</u> | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/26/2009 | Class B common stock | 8,680 | \$ 31.5 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 03/31/2009 | Class B common stock | 406 | \$ 36.92 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/25/2010 | Class B common stock | 16,275 | \$ 56.27 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 04/01/2010 | Class B common stock | 324 | \$ 52.27 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 04/01/2011 | Class B common stock | 463 | \$ 43.165 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/30/2012 | Class B common stock | 20,000 | \$ 39.5 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 03/30/2012 | Class B common stock | 504 | \$ 47.635 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/29/2013 | Class B common stock | 30,000 | \$ 39.33 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | 04/03/2006 | 03/28/2013 | Class B common stock | 926 | \$ 37.81 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/28/2014 | Class B common stock | 35,000 | \$ 40.39 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(4)</u> | 01/26/2013 | Class B common stock | 24,500 | \$ 37.38 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/31/2011 | Class B common stock | 15,000 | \$ 55.2 | D | Â |
| Restricted Stock Units <u>(5)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Class B | 4,375 | \$ 0 <u>(6)</u> | D | Â |

common
stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ianniello Joseph R 1515 BROADWAY NEW YORK, NY 10036 | Â | Â | Â SVP and Treasurer | Â |

Signatures

/s/ Ianniello,
Joseph R

07/28/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Phantom common stock units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to Issuer's excess 401(k) plan.
 - (2) Right to buy under Issuer's long term incentive plan.
 - (3) Current
 - (4) This option vests in four equal annual installments beginning on January 26, 2006.
 - (5) Issued under Issuer's long term incentive plan.
 - (6) The Restricted Stock 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.

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.