

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Ianniello Joseph R</p> <p>(Last) (First) (Middle)</p> <p>1515 BROADWAY</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/20/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VIACOM INC [VIA, VIAB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP and Treasurer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)

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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.