VIACOM INC Form 4 April 05, 2005

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

10% Owner

0.5

Form 4 or Form 5 obligations may continue.

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* CALIFANO JOSEPH A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VIACOM INC [VIA, VIAB]

(Check all applicable)

(First) (Middle) (Last)

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

X\_ Director

1515 BROADWAY

04/01/2005

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_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

NEW YORK, NY 10036

Security

(Instr. 3)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. 5. Number Transaction of		6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities	(Month/Day/Year)	Securities (Instr. 3 and 4)	

8. Price Derivativ Security (Instr. 5) Edgar Filing: VIACOM INC - Form 4

	Derivative Security				Acquir (A) or Dispos of (D) (Instr. and 5)	r osed ) . 3, 4,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Class A Common Stock Units	\$ 0 (1)	04/01/2005	A		461		<u>(1)</u>	(1)	Class A common stock	461	\$ 35.1
Phantom Class B Common Stock Units	\$ 0 (1)	04/01/2005	A		464		<u>(1)</u>	<u>(1)</u>	Class B common stock	464	\$ 34.8

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CALIFANO JOSEPH A 1515 BROADWAY NEW YORK, NY 10036	X					

## **Signatures**

/s/ Califano, Jr., 04/04/2005 Joseph A.

\*\*Signature of Reporting 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).

directors. Deferred amounts (including any cash dividends credited during the previous quarter) are deemed invested quarterly in the (1) number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such amounts would

Reporting Person has elected to defer payment of Board retainer and fees pursuant to Viacom's deferred compensation arrangement for

have purchased when converted. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled

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.

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