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. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ABRAMS GEORGE S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) (Last)

(Street)

VIACOM INC [VIA, VIAB]

(Check all applicable)

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

4. If Amendment, Date Original

04/01/2005

X_ Director 10% Owner Officer (give title Other (specify below)

1515 BROADWAY

(Month/Day/Year) Execution Date, if

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Code

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10036

Security

(Instr. 3)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities

Disposed of (D)

(Instr. 3, 4 and 5)

TransactionAcquired (A) or

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

(Instr. 4)

(Instr. 4)

Following 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.

(Month/Day/Year)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	of Underlying
Security	or Exercise		any	Code	of	(Month/Day/Year)	Securities
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	2	(Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

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	Derivative Security				Acqu (A) c	oosed O) er. 3,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Class A Common Stock Units	\$ 0 <u>(1)</u>	04/01/2005	A		39		<u>(1)</u>	<u>(1)</u>	Class A common stock	39	\$ 35.1
Phantom Class B Common Stock Units	\$ 0 (1)	04/01/2005	A		40		<u>(1)</u>	(1)	Class B common stock	40	\$ 34.87

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
ABRAMS GEORGE S 1515 BROADWAY NEW YORK, NY 10036	X						

Signatures

By: /s/ Michael D. Fricklas, Attorney-in-Fact 04/04/2005

**Signature of Reporting Person 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).
- Represents cash dividends credited during the previous quarter on amounts previously deferred pursuant to Viacom's deferred compensation arrangement for directors. Such amounts are deemed invested quarterly in the number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such amounts would have purchased when converted. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.

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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