

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 *

Â Ianniello Joseph R
(Last) (First) (Middle)

1515 BROADWAY
(Street)

NEW YORK, Â NY Â 10036
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
07/20/2005

3. Issuer Name **and** Ticker or Trading Symbol
VIACOM INC [VIA, VIAB]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
SVP and Treasurer

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
___ Form filed by More than One
Reporting Person

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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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.
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