

ANDELMAN DAVID R
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
ANDELMAN DAVID R

(Last) (First) (Middle)
51 WEST 52ND STREET
(Street)
NEW YORK, NY 10019
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIACOM INC [CBS, CBS.A]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			

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

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SEC 1474 (9-02)

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

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

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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Director Stock Option (right to buy) ⁽¹⁾	\$ 42.6013	01/03/2006	A	12,734	⁽²⁾	12/14/2010	CBS Class B common stock	12,734
Director Stock Option (right to buy) ⁽¹⁾	\$ 43.3473	01/03/2006	A	3,820	⁽²⁾	01/31/2011	CBS Class B common stock	3,820
Director Stock Option (right to buy) ⁽¹⁾	\$ 31.4032	01/03/2006	A	3,820	⁽²⁾	01/31/2012	CBS Class B common stock	3,820
Director Stock Option (right to buy) ⁽¹⁾	\$ 30.2724	01/03/2006	A	3,820	⁽²⁾	01/31/2013	CBS Class B common stock	3,820
Director Stock Option (right to buy) ⁽¹⁾	\$ 31.6467	01/03/2006	A	5,093	⁽⁴⁾	01/31/2014	CBS Class B common stock	5,093
Director Stock Option (right to buy) ⁽¹⁾	\$ 29.3222	01/03/2006	A	5,093	⁽⁵⁾	01/31/2015	CBS Class B common stock	5,093
Phantom Class A Common Stock Units	⁽⁶⁾	12/31/2005	A	2,281	⁽⁶⁾	⁽⁶⁾	CBS Class A common stock	2,281
Phantom Class B Common Stock Units	⁽⁶⁾	12/31/2005	A	2,298	⁽⁶⁾	⁽⁶⁾	CBS Class B common stock	2,298

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before the Merger by 1.273438.

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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