Kraft Robert K Form 4 February 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Class B

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * Kraft Robert K			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer		
			Viacom Inc. [VIA, VIAB]					(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					**		
1212 55 0 1 5 1 1 1 1			(Month/Day/Year)					_X_ Director		6 Owner
1515 BROADWAY			01/31/2008					Officer (gives)	below)	er (specify
	(Street) 4. If			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
Filed(Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORK, NY 10036								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Da	ite 2A. Dec	emed	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
` ,		on Date, if TransactionAcquired (A)					Securities Form: Direct		Indirect	
(Instr. 3)	•		/D /FZ \	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
	(Month/Day/		/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
								Reported	(111501. 4)	(IIIsu. +)
						(A)		Transaction(s)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class B	04/04/0000				1,352				_	
Common Stock	01/31/2008			M	(1)	A	(1)	2,677	D	

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.

Ι

45,800

By KPC

US Equity LLC (2)

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Numb or Derivativ Securitie Acquired Disposed (Instr. 3, 5)	/e s l (A) or l of (D)	Expiration Date	-		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha	
Director Stock Option (Right to Buy) (3)	\$ 38.7	01/31/2008		A	3,171		<u>(4)</u>	01/31/2018	Class B Common Stock	3,	
Restricted Share Units (5)	<u>(6)</u>	01/31/2008		A	1,421		01/31/2009(6)	<u>(6)</u>	Class B Common Stock	1,	
Restricted Share Units (5)	(1)	01/31/2008		M		1,352	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,	

Reporting Owners

Reporting Owner Name / Address	Relationships						
.t	Director	10% Owner	Officer Other				
Kraft Robert K							
1515 BROADWAY	X						
NEW YORK, NY 10036							

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Robert K.
Kraft

02/04/2008

**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).
- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2008 upon vesting of previously granted (1) Restricted Share Units. On January 31, 2008, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$38.70 per share.
- (2) Shares are owned directly by KPC US Equity LLC, which is under the sole control of the reporting person, and may be deemed to be beneficially owned by the reporting person.

Reporting Owners 2

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- (3) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- (4) These options vest annually in three equal installments beginning on January 31, 2009.
- (5) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.
- (6) The Restricted Share Units will vest on January 31, 2009 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B common stock upon vesting, unless the Reporting Person has elected to defer settlement.

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.