

Bakish Robert M
 Form 5
 February 13, 2007

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Bakish Robert M
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Viacom Inc. [VIA, VIAB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

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)
 Former EVP, OPS & Enterprises

6. Individual or Joint/Group Reporting
 (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

1515 BROADWAY
 (Street)
 NEW YORK, NY 10036
 (City) (State) (Zip)

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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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) | 8. (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 | |
|------------------------------------|-------|------------|-------|-----|--|-----|------------------|-----------------|----------------------|----------------------------|---|
| | (A) | (D) | (A) | (D) | (A) | (D) | | | | | |
| Class B Phantom Common Stock Units | 9 | 01/03/2006 | 9 | | | | (1) | (1) | Class B Common Stock | 9 | 3 |
| Class B Phantom Common Stock Units | 1,735 | 02/16/2006 | 1,735 | | | | (2) | (2) | Class B Common Stock | 1,735 | 4 |
| Class B Phantom Common Stock Units | 10 | 04/03/2006 | 10 | | | | (1) | (1) | Class B Common Stock | 10 | 3 |
| Class B Phantom Common Stock Units | 12 | 07/03/2006 | 12 | | | | (1) | (1) | Class B Common Stock | 12 | 3 |
| Class B Phantom Common Stock Units | 13 | 10/02/2006 | 13 | | | | (1) | (1) | Class B Common Stock | 13 | 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bakish Robert M 1515 BROADWAY NEW YORK, NY 10036 | | | Former EVP, OPS & Enterprises | |

Signatures

/s/ Bakish,
Robert M.

02/13/2007

Date

Signature of
Reporting Person

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).

Phantom Common Stock Units received in connection with the reinvestment of cash dividends paid on CBS Corporation common stock into a corresponding number of the Issuer's Phantom Class B Common Stock Units held in the Reporting Person's bonus deferral

(1) account. Phantom Common Stock Units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the Viacom Bonus Deferral Plan for Designated Senior Executives. Each Viacom Class B Phantom Common Stock Unit is the economic equivalent of one share of the Issuer's Class B common stock.

Phantom Common Stock Units acquired in connection with Reporting Person's annual bonus deferral under the Viacom Bonus Deferral

(2) Plan for Designated Senior Executives and are payable in cash following the Reporting Person's retirement or other termination of service.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.