Bakish Robert M Form 4 January 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

Bakish Robert M

Stock

1. Name and Address of Reporting Person *

See Instruction

1(b).

Dakisii Kuuc	1 t 1 v 1		Symbol Now Vie	oom (¬orr	5 [X/I A	3/1 A 1	D 1	133461				
(Last)	New Viacom Corp. [VIA, VIAB] 3. Date of Earliest Transaction					БJ	(Check all applicable)						
(Last)	(First)	(Middle)	(Month/Da			iisaction			Director	109	% Owner		
1515 BROA	DWAY		12/31/20	•	,				X_ Officer (gives below)		er (specify		
	(Street)		4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
NEWYORK	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
NEW YORK							Person						
(City)	(State)	(Zip)	Table	e I - Nor	n-De	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security	2. Transaction D (Month/Day/Yea		3. 4. Securities TransactionAcquired (A) or				r	5. Amount of 6. Ownership 7. Nature Securities Form: Direct Indirect					
(Instr. 3) any			, ,,,	Code	Code Disposed of (D)			Beneficially	(D) or	Beneficial			
		(Month	(Instr. 8) (Instr. 3, 4 and 5) (A)		5)	Owned Indirect (I) Owner Following (Instr. 4) (Instr. Reported							
				G 1			or	ъ.	Transaction(s) (Instr. 3 and 4)				
Class B				Code	V	Amount	(D)	Price					
Common Stock	12/31/2005			A		656	A	<u>(1)</u>	656	I	By 401(k)		
Class B											D		
Common Stock	12/31/2005			A		211	A	<u>(1)</u>	211	I	By Children		

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Phantom Common Stock Units (2)	(3)	12/31/2005		A	2,488	(3)	(3)	Class B Common Stock	2,488
Class B Phantom Common Stock Units (4)	(3)	12/31/2005		A	6,207	(3)	(3)	Class B Common Stock	6,207
Employee Stock Option (Right to Buy) (5)	\$ 23.5715	01/03/2006		A	11,892	<u>(6)</u>	12/12/2006	Class B Common Stock	11,892
Employee Stock Option (Right to Buy) (5)	\$ 19.2356	01/03/2006		A	39,640	<u>(6)</u>	08/01/2007	Class B Common Stock	39,640
Employee Stock Option (Right to Buy) (5)	\$ 52.8979	01/03/2006		A	79,280	<u>(6)</u>	08/01/2009	Class B Common Stock	79,280
Employee Stock Option (Right to Buy) (5)	\$ 72.2123	01/03/2006		A	7,928	<u>(6)</u>	11/01/2010	Class B Common Stock	7,928
Employee Stock Option (Right to Buy) (5)	\$ 69.6265	01/03/2006		A	43,604	<u>(6)</u>	01/31/2011	Class B Common Stock	43,604

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Employee Stock Option (Right to Buy) (5)	\$ 46.0141	01/03/2006	A	51,532	<u>(6)</u>	10/11/2011	Class B Common Stock	51,532
Employee Stock Option (Right to Buy) (5)	\$ 47.1493	01/03/2006	A	105,640	(8)	01/26/2013	Class B Common Stock	105,64
Employee Stock Option (Right to Buy) (5)	\$ 49.6089	01/03/2006	A	51,532	<u>(6)</u>	01/29/2013	Class B Common Stock	51,532
Employee Stock Option (Right to Buy) (5)	\$ 50.9459	01/03/2006	A	51,532	<u>(6)</u>	01/28/2014	Class B Common Stock	51,532
Restricted Stock Units (9) (10)	<u>(9)</u>	01/03/2006	A	19,088	<u>(9)</u>	<u>(9)</u>	Class B Common Stock	19,088

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bakish Robert M 1515 BROADWAY NEW YORK, NY 10036

EVP, Operations & Enterprises

Signatures

By: Michael D. Fricklas, Attorney-in-Fact 01/04/2006

**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).

Acquired pursuant to a merger between the former Viacom Inc. (now known as CBS Corporation) and Viacom Merger Sub Inc. (the Merger), in which each share of Viacom Class B common stock was exchanged for 0.5 shares of CBS Corporation Class B common stock and 0.5 shares of the Issuaria Class B common stock with freetiened shares paid in each On Innuary 3, 2006, the first business of the Issuaria Class B.

(1) stock and 0.5 shares of the Issuer's Class B common stock, with fractional shares paid in cash. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.12 per share. The Issuer changed its name from New Viacom Corp. to Viacom Inc. upon completion of the Merger.

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- 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 A Phantom Common Stock Unit is the economic equivalent of one share of the Issuer's Class A common stock and each Viacom Class B Phantom Common Stock Unit is the conomic equivalent of one share of the Issuer's Class B common stock.
- (3) In the Merger, each share of Viacom Class B Phantom common stock was deemed exchanged for 0.5 shares of CBS Corporation Class B Phantom common stock and 0.5 shares of the Issuer's Class B Phantom common stock. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.12 per share.
- Phantom Common Stock Units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the Viacom Excess 401(k) Plan for Designated Senior Executives. Each Viacom Class A Phantom Common Stock Unit is the economic equivalent of one share of the Issuer's Class A common stock and each Viacom Class B Phantom Common Stock Unit is the economic equivalent of one share of the Issuer's Class B common stock.
- (5) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- (6) Current.
- In the Merger, each grant of stock options to purchase Viacom Class B common stock was converted into a number of stock options to purchase the Issuer's Class B common stock determined by multiplying the number of outstanding stock options included in the grant before the Merger by 0.792802. The per share exercise price of the converted stock option was determined by dividing the pre-Merger exercise price by 0.792802.
- (8) These options vest annually in four equal installments beginning on January 26, 2006.
- Each Restricted Stock Unit is the economic equivalent of one share of the Issuer's Class B common stock. 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.
- (10) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- In the Merger, each grant of Restricted Stock Units of Viacom Class B common stock was converted into a number of Restricted Stock Units of the Issuer's Class B common stock determined by multiplying the number of Restricted Stock Units included in the grant before the Merger by 0.792802.

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.