SALERNO FREDERIC V

Form 4

January 05, 2006

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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

New Viacom Corp. [VIA, VIAB]

(Print or Type Responses)

1. Name and Address of Reporting Person * SALERNO FREDERIC V

(First) (Middle)

1515 BROADWAY

(Last)

(Street)

(Month/Day/Year) 01/03/2006

Symbol

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

(City) (State) (Zip)

1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

Securities Beneficially Owned Following Reported

5. Amount of

Transaction(s) (Instr. 3 and 4) 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)

7. Nature of

Ownership

(Instr. 4)

Indirect

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

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4. Transaction of Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price Underlying Securities (Instr. 3 and 4)

Deriv Secur (Instr.

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	Derivative Security			(A) or Disposed (D) (Instr. 3, and 5)					
			Code V	V (A)	(D) Date Exercisable	Expiration e Date	Title	Amount or Number of Shares	
Class A Phantom Common Stock Units	<u>(1)</u>	01/03/2006	A	1,037	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,037	\$ 41
Class B Phantom Common Stock Units	Ш	01/03/2006	A	1,036	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,036	\$ 41

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SALERNO FREDERIC V 1515 BROADWAY NEW YORK, NY 10036	X					

Signatures

/s/ Salerno, 01/05/2006 Frederic V. 01/05/2006

**Signature of Date
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).
- The Reporting Person has elected to defer payment of director retainer and meeting fees pursuant to the Viacom Inc. Deferred

 Compensation Plan for Outside Directors. Deferred amounts are deemed invested quarterly in a number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such deferred amounts would have purchased on the day they are deemed invested. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.

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.

Reporting Owners 2