

New Viacom Corp.
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 *
TORTOROLI JACQUES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1515 BROADWAY

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, Controller and CAO

NEW YORK, NY 10036

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	12/31/2005		A	153 A <u>U</u>	153	I	By 401(k)

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

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Phantom Common Stock Units ⁽²⁾	<u>(3)</u>	12/31/2005		A		369		<u>(3)</u>	<u>(3)</u>	Class B Common Stock	369
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 49.3566	01/03/2006		A		19,820		<u>(5)</u>	07/15/2012	Class B Common Stock	19,820
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 47.1493	01/03/2006		A		22,198		<u>(7)</u>	01/26/2013	Class B Common Stock	22,198
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 47.6917	01/03/2006		A		880		04/01/2006	03/28/2013	Class B Common Stock	880
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 54.0236	01/03/2006		A		31,712		<u>(5)</u>	07/23/2013	Class B Common Stock	31,712
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 50.9459	01/03/2006		A		31,712		<u>(5)</u>	01/28/2014	Class B Common Stock	31,712
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 49.2053	01/03/2006		A		894		04/01/2007	03/31/2014	Class B Common Stock	894
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 43.9833	01/03/2006		A		1,079		04/01/2008	03/31/2015		1,079

Employee Stock Option (Right to Buy) <u>(4)</u>								Class B Common Stock	
Restricted Stock Units <u>(8)</u> <u>(9)</u>	<u>(8)</u>	01/03/2006	A	3,964	<u>(8)</u>	<u>(8)</u>		Class B Common Stock	3,964

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORTOROLI JACQUES 1515 BROADWAY NEW YORK, NY 10036			Senior VP, Controller and CAO	

Signatures

/s/ Tortoroli,
Jacques

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).
- (1) 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 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.
 - (2) 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.
 - (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.
 - (4) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
 - (5) Current.
 - (6) 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.
 - (7) These options vest annually in four equal installments beginning on January 26, 2006.
 - (8) 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

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shares of the Issuer's Class B Common Stock upon vesting.

- (9) 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

- (10) 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.

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