

Griffith JoAnne Adams
 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 *
 Griffith JoAnne Adams

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)
 EVP, Human Resources

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class B Common Stock	12/31/2005		A	235 A 235	235	I	By 401(k)

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

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SEC 1474 (9-02)

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
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 19.2356	01/03/2006		A		4,360		⁽³⁾	08/01/2007	Class B Common Stock	4,360
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 52.8979	01/03/2006		A		15,856		⁽³⁾	08/01/2009	Class B Common Stock	15,856
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 88.2945	01/03/2006		A		1,982		⁽³⁾	08/01/2010	Class B Common Stock	1,982
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 69.6265	01/03/2006		A		15,856		⁽³⁾	01/31/2011	Class B Common Stock	15,856
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 47.1493	01/03/2006		A		13,874		⁽⁵⁾	01/26/2013	Class B Common Stock	13,874
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 49.6089	01/03/2006		A		17,838		⁽³⁾	01/29/2013	Class B Common Stock	17,838
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 50.9459	01/03/2006		A		19,820		⁽³⁾	01/28/2014	Class B Common Stock	19,820
	\$ 49.8233	01/03/2006		A		17,838		⁽³⁾	01/30/2012		17,838

Employee Stock Option (Right to Buy) <u>(2)</u>								Class B Common Stock	
Restricted Stock Units <u>(6)</u> <u>(7)</u>	<u>(6)</u>	01/03/2006	A	2,477	<u>(6)</u>	<u>(6)</u>		Class B Common Stock	2,477

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith JoAnne Adams 1515 BROADWAY NEW YORK, NY 10036			EVP, Human Resources	

Signatures

By: Michael D. Fricklas,
Attorney-in-Fact

01/04/2006

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