

SCHWARTZ WILLIAM
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 *
SCHWARTZ WILLIAM

(Last) (First) (Middle)

1515 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIACOM INC [VIA, VIAB]

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

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)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Class B common stock	12/31/2005		D	9,000 D 0	0	D	

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
Director Stock Option (right to buy)	\$ 34.25	12/31/2005		D	3,000	08/01/1999	08/01/2008	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 41.9375	12/31/2005		D	3,000	08/01/2000	08/01/2009	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 70	12/31/2005		D	3,000	08/01/2001	08/01/2010	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 55.2	12/31/2005		D	3,000	01/31/2002	01/31/2011	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 39.99	12/31/2005		D	3,000	01/31/2003	01/31/2012	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 38.55	12/31/2005		D	3,000	01/31/2004	01/31/2013	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 40.3	12/31/2005		D	4,000	<u>(3)</u>	01/31/2014	Class B common stock	4,000
Director Stock Option (right to buy)	\$ 37.34	12/31/2005		D	4,000	<u>(4)</u>	01/31/2015	Class B common stock	4,000

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- (4) These options vest in three equal annual installments beginning on January 31, 2006.

Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash. Each Phantom Class A

- (5) Common Stock Unit was the economic equivalent of one share of Viacom Class A common stock and each Phantom Class B Common Stock Unit was the economic equivalent of one share of Viacom Class B common stock.

In the Merger, each Viacom Phantom Class A Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Phantom Class A Common Stock Units and 0.5 New Viacom Corp. (New Viacom) Phantom Class A Common Stock Units; and each Viacom Phantom Class B Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Phantom Class B Common Stock Units and 0.5 New Viacom Phantom Class B Common Stock Units. On January 3, 2006, the first business day following the effective time of the Merger, the

- (6) opening price of CBS Corporation Class A common stock on the New York Stock Exchange was \$25.60 per share, the opening price of CBS Corporation Class B common stock on the New York Stock Exchange was \$25.60 per share, the opening price of New Viacom Class A common stock on the New York Stock Exchange was \$40.00 per share and the opening price of New Viacom Class B common stock on the New York Stock Exchange was \$41.12 per share.

- (7) Granted under the Viacom Inc. 2005 RSU Plan for Outside Directors.

Each Restricted Share Unit was the economic equivalent of one share of Viacom Class B common stock. The Restricted Share Units will

- (8) vest on May 26, 2006 and will be settled by delivery of a corresponding number of shares upon vesting, as described in the following footnote, unless the Reporting Person has elected to defer settlement.

In the Merger, each grant of Restricted Share Units of Viacom Class B common stock was converted into a number of Restricted Share

- (9) Units of New Viacom Class B common stock determined by multiplying the number of restricted share 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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