

FOLTA CARL D  
Form 4  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FOLTA CARL D

(Last) (First) (Middle)  
51 WEST 52ND STREET  
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VIACOM INC [CBS, CBS.A]

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)  
EVP, Office of the Chairman

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)
				(A) or (D) Code V Amount (D) Price			
CBS Class B common stock	12/31/2005		A	32 A (1) 32		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) <sup>(2)</sup>	\$ 11.9755	01/03/2006		A	24,430	<sup>(3)</sup> 08/01/2007	CBS Class B common stock 24,430
Employee Stock Option (right to buy) <sup>(2)</sup>	\$ 32.9326	01/03/2006		A	19,544	<sup>(3)</sup> 08/01/2009	CBS Class B common stock 19,544
Employee Stock Option (right to buy) <sup>(2)</sup>	\$ 54.9694	01/03/2006		A	4,886	<sup>(3)</sup> 08/01/2010	CBS Class B common stock 4,886
Employee Stock Option (right to buy) <sup>(2)</sup>	\$ 43.3473	01/03/2006		A	14,658	<sup>(3)</sup> 01/31/2011	CBS Class B common stock 14,658
Employee Stock Option (right to buy) <sup>(2)</sup>	\$ 31.0184	01/03/2006		A	17,101	<sup>(3)</sup> 01/30/2012	CBS Class B common stock 17,101
Employee Stock Option (right to buy) <sup>(2)</sup>	\$ 29.3537	01/03/2006		A	15,191	<sup>(5)</sup> 01/26/2013	CBS Class B common stock 15,191
Employee Stock Option (right to buy) <sup>(2)</sup>	\$ 30.8849	01/03/2006		A	19,544	<sup>(3)</sup> 01/29/2013	CBS Class B common stock 19,544
	\$ 31.7173	01/03/2006		A	19,544	<sup>(3)</sup> 01/28/2014	19,544

Employee Stock Option (right to buy) <u>(2)</u>								CBS Class B common stock	
Restricted Share Units	<u>(6)</u>	01/03/2006	A	2,745	<u>(6)</u>	<u>(6)</u>		CBS Class B common stock	2,745

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOLTA CARL D 51 WEST 52ND STREET NEW YORK, NY 10019			EVP, Office of the Chairman	

## Signatures

/s/ Folta, Carl D.                      01/04/2006  
    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).
- (1) In the Merger each grant of stock options to buy Viacom Class B common stock was converted into a number of stock options to buy CBS Corporation Class B common stock determined by multiplying the number of outstanding stock options included in the grant before the Merger by 1.273438. The per share exercise price of the converted stock options was determined by dividing the pre-Merger exercise price by 1.273438.
- (2) Right to buy under Issuer's long term incentive plan.
- (3) Current.
- (4) In the Merger, each grant of stock options to buy Viacom Class B common stock was converted into an equal number of stock options to buy CBS Corporation Class B common stock and New Viacom Class B common stock determined by multiplying the number of outstanding stock options included in the grant before the Merger by 0.488609. The per share exercise price of the converted stock options was determined by dividing the pre-Merger exercise price by 1.273438 for the CBS options and by 0.792802 for the New Viacom options.
- (5) These options vest in four equal annual installments beginning on January 26, 2006.
- (6) Each Restricted Share Unit was the economic equivalent of one share of Viacom Class B common stock. The Restricted Share 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 upon vesting, as described in the following footnote.
- (7) In the Merger each grant of Restricted Share Units of Viacom Class B common stock was converted into a number of Restricted Share Units of CBS Corporation Class B common stock determined by multiplying the number of restricted share units included in the grant before the Merger by 1.273438.

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.