FRICKLAS MICHAEL D

Form 4

January 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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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

1(b).

Common

Stock

12/31/2005

(Print or Type Responses)

1. Name and Address of Reporting Person * FRICKLAS MICHAEL D			2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
			New Viacom Corp. [VIA, VIAB]						(Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of			nsaction						
(Month/I 1515 BROADWAY 12/31/2				(Day/Year) 2005					Director 10% OwnerX Officer (give title Other (specify below) EVP, General Counsel and Secy			
(Street) 4. I				dment,	Dat	e Original			6. Individual or Joint/Group Filing(Check			
NEW YORK	ζ. NY 10036		Filed(Mont	h/Day/Yo	ear)					One Reporting Po		
									Person			
(City)	(State)	(Zip)	Table	I - Non	-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executi any	emed on Date, if /Day/Year)	Code (Instr.		4. Securion Acquired Disposed (Instr. 3,	(A) c l of (D))	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 A Common Stock	12/31/2005			A	•	23	A	<u>(1)</u>	23	I	By 401(k)	
Class B												

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

A

729

Α

<u>(2)</u>

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By 401(k)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	Expiration I (Month/Day or O)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (l	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Class A Phantom Common Stock Units (3)	<u>(4)</u>	12/31/2005		A	13	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	13	
Class B Phantom Common Stock Units (3)	(5)	12/31/2005		A	2,654	<u>(5)</u>	<u>(5)</u>	Class B Common Stock	2,654	
Employee Stock Option (Right to Buy) 69	\$ 22.0737	01/03/2006		A	39,640	<u>(7)</u>	08/01/2006	Class B Common Stock	39,640	
Employee Stock Option (Right to Buy) (6)	\$ 19.2356	01/03/2006		A	79,280	<u>(7)</u>	08/01/2007	Class B Common Stock	79,280	
Employee Stock Option (Right to Buy) (6)	\$ 52.8979	01/03/2006		A	87,208	<u>(7)</u>	08/01/2009	Class B Common Stock	87,208	
Employee Stock Option (Right to Buy) (6)	\$ 68.1917	01/03/2006		A	79,280	<u>(7)</u>	05/25/2010	Class B Common Stock	79,280	
Employee Stock Option (Right to Buy) (6)	\$ 69.6265	01/03/2006		A	59,460	<u>(7)</u>	01/31/2011	Class B Common Stock	59,460	

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Employee Stock Option (Right to Buy) (6)	\$ 47.1493	01/03/2006	A	105,640	<u>(9)</u>	01/26/2013	Class B Common Stock	105,64
Employee Stock Option (Right to Buy) (6)	\$ 49.6089	01/03/2006	A	99,100	<u>(7)</u>	01/29/2013	Class B Common Stock	99,100
Employee Stock Option (Right to Buy) 66	\$ 50.9459	01/03/2006	A	99,100	<u>(7)</u>	01/28/2014	Class B Common Stock	99,100
Emplyee Stock Option (Right to Buy) (6)	\$ 49.8233	01/03/2006	A	67,388	<u>(7)</u>	01/30/2012	Class B Common Stock	67,388

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRICKLAS MICHAEL D 1515 BROADWAY NEW YORK, NY 10036

EVP, General Counsel and Secy

Signatures

/s/ Fricklas, Michael D. 01/04/2006

**Signature of Reporting 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).

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 A common stock was exchanged for 0.5 shares of CBS Corporation Class A common

- (1) stock and 0.5 shares of the Issuer's Class A 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 A common stock on the New York Stock Exchange was \$40.00 per share. The Issuer changed its name from New Viacom Corp. to Viacom Inc. upon completion of the Merger.
- 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.

Reporting Owners 3

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- 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.
- In the Merger, each share of Viacom Class A Phantom common stock was deemed exchanged for 0.5 shares of CBS Corporation Class A Phantom common stock and 0.5 shares of the Issuer's Class A 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 A common stock on the New York Stock Exchange was \$40.00 per share.
- 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.
- (6) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- (7) Current.
- 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.
- (9) These options vest annually in four equal installments beginning on January 26, 2006.

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.