ABRAMS GEORGE S
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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ABRAMS GEORGE S

(Last) (First) (Middle)

1515 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
New Viacom Corp. [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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	12/31/2005		A		13,000	A	(1)	13,000	D	
Class B Common Stock	12/31/2005		A		100	A	(1)	100	I	As Trustee (2)

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)

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Class A Phantom Common Stock Units (3)	(3)	12/31/2005		A		9,747		(3)	(3)	Class A Common Stock	9,74
Class B Phantom Common Stock Units (3)	(3)	12/31/2005		A		9,928		(3)	(3)	Class B Common Stock	9,92
Director Stock Option (Right to Buy) (6)	$ 22.0737	01/03/2006		A		2,378		(7)	08/01/2006	Class B Common Stock	2,37
Director Stock Option (Right to Buy) (6)	$ 19.2356	01/03/2006		A		2,378		(7)	08/01/2007	Class B Common Stock	2,37
Director Stock Option (Right to Buy) (6)	$ 43.2013	01/03/2006		A		2,378		(7)	08/01/2008	Class B Common Stock	2,37
Director Stock Option (Right to Buy) (6)	$ 52.8979	01/03/2006		A		2,378		(7)	08/01/2009	Class B Common Stock	2,37
Director Stock	$ 88.2945	01/03/2006		A		2,378		(7)	08/01/2010	Class B Common	2,37

Option (Right to Buy) [6]								Stock	
Director Stock Option (Right to Buy) [6]	$ 69.6265	01/03/2006		A	2,378	[7]	01/31/2011	Class B Common Stock	2,37
Director Stock Option (Right to Buy) [6]	$ 50.4414	01/03/2006		A	2,378	[7]	01/31/2012	Class B Common Stock	2,37
Director Stock Option (Right to Buy) [6]	$ 48.6251	01/03/2006		A	2,378	[7]	01/31/2013	Class B Common Stock	2,37
Director Stock Option (Right to Buy) [6]	$ 50.8324	01/03/2006		A	3,171	[9]	01/31/2014	Class B Common Stock	3,17
Director Stock Option (Right to Buy) [6]	$ 47.0988	01/03/2006		A	3,171	[10]	01/31/2015	Class B Common Stock	3,17
Restricted Share Units [11] [12]	[12]	01/03/2006		A	1,239	05/26/2006[12]	[12]	Class B Common Stock	1,23

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS GEORGE S 1515 BROADWAY NEW YORK, NY 10036	X			

Signatures

By: Michael D. Fricklas, Attorney-in-Fact	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)	The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
(3)	The Reporting Person has elected to defer payment of director retainer and meeting fees pursuant to the Viacom Inc. Deferred Compensation Plan for Outside Directors. Deferred amounts are deemed invested quarterly in a number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such deferred amounts would have purchased on the first day of the quarter. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.
(4)	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.
(5)	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 Stock Option Plan for Outside Directors.
(7)	Current.
(8)	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 three equal installments beginning on January 31, 2005.
(10)	These options vest annually in three equal installments beginning on January 31, 2006.
(11)	Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors.
(12)	Each Restricted Share Unit is the economic equivalent of one share of the Issuer's Class B common stock. The Restricted Share Units will vest on May 26, 2006 and will be settled by delivery of a corresponding number of shares upon vesting, unless the Reporting Person has elected to defer settlement.
(13)	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 the Issuer's 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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