

FRICKLAS MICHAEL D
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 *
FRICKLAS MICHAEL D

(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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, General Counsel and Secy

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	12/31/2005		A		23	A	11 23	I	By 401(k)
Class B Common Stock	12/31/2005		A		729	A	12 729	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)

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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	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⁾	<u>(5)</u>	12/31/2005		A		2,654		<u>(5)</u>	<u>(5)</u>	Class B Common Stock	2,654
Employee Stock Option (Right to Buy) ⁽⁶⁾	\$ 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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(3) 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.

(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 Long-Term Management Incentive Plan.

(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 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.

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