

SALERNO FREDERIC V
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 *
SALERNO FREDERIC V

(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)

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)
Class B Common Stock	12/31/2005		A	5,000	A <u>(D)</u> 5,000	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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Class A Phantom Common Stock Units ⁽²⁾	<u>(2)</u>	12/31/2005		A	7,918	<u>(2)</u> <u>(2)</u>	Class A Common Stock	7,918
Class B Phantom Common Stock Units ⁽²⁾	<u>(2)</u>	12/31/2005		A	7,946	<u>(2)</u> <u>(2)</u>	Class B Common Stock	7,946
Director Stock Option (Right to Buy) ⁽⁵⁾	\$ 52.8979	01/03/2006		A	2,378	<u>(6)</u> 08/01/2009	Class B Common Stock	2,378
Director Stock Option (Right to Buy) ⁽⁵⁾	\$ 88.2945	01/03/2006		A	2,378	<u>(6)</u> 08/01/2010	Class B Common Stock	2,378
Director Stock Option (Right to Buy) ⁽⁵⁾	\$ 69.6265	01/03/2006		A	2,378	<u>(6)</u> 01/31/2011	Class B Common Stock	2,378
Director Stock Option (Right to Buy) ⁽⁵⁾	\$ 50.4414	01/03/2006		A	2,378	<u>(6)</u> 01/31/2012	Class B Common Stock	2,378
Director Stock Option (Right to Buy) ⁽⁵⁾	\$ 48.6251	01/03/2006		A	2,378	<u>(6)</u> 01/31/2013	Class B Common Stock	2,378

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(5) Right to buy under the Viacom Inc. 2006 Stock Option Plan for Outside Directors.

(6) Current.

(7) 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.

(8) These options vest annually in three equal installments beginning on January 31, 2005.

(9) These options vest annually in three equal installments beginning on January 31, 2006.

(10) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors.

(11) 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.

(12) 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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