

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|--|---|
| 1. Name and Address of Reporting Person* <u>Robinson Carole</u> (Last) (First) (Middle) 1515 BROADWAY (Street) NEW YORK NY 10036 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>New Viacom Corp. [VIA, VIAB]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X EVP, Corporate Relations |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2005 | |
| | | 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 A Common Stock | 12/31/2005 | | A | | 288 | A | (1) | 288 | D | |
| Class B Common Stock | 12/31/2005 | | A | | 1,025 | A | (2) | 1,025 | I | By 401(k) |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Amount or Number of Shares |
| Class B Phantom Common Stock Units ⁽³⁾ | (4) | 12/31/2005 | | A | | 117 | | (4) | (4) | Class B Common Stock | 117 | (4) | 117 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$22.0737 | 01/03/2006 | | A | | 2,114 | | (6) | 08/01/2006 | Class B Common Stock | 2,114 | (7) | 2,114 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$19.2356 | 01/03/2006 | | A | | 11,892 | | (6) | 08/01/2007 | Class B Common Stock | 11,892 | (7) | 11,892 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$52.8979 | 01/03/2006 | | A | | 15,856 | | (6) | 08/01/2009 | Class B Common Stock | 15,856 | (7) | 15,856 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$69.6265 | 01/03/2006 | | A | | 15,856 | | (6) | 01/31/2011 | Class B Common Stock | 15,856 | (7) | 15,856 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$47.1493 | 01/03/2006 | | A | | 13,874 | | (8) | 01/26/2013 | Class B Common Stock | 13,874 | (7) | 13,874 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$47.1493 | 01/03/2006 | | A | | 21,339 | | (8) | 01/26/2013 | Class B Common Stock | 21,339 | (7) | 35,213 | D | |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$49.6089 | 01/03/2006 | | A | | 17,838 | | (6) | 01/29/2013 | Class B Common Stock | 17,838 | (7) | 17,838 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$50.9459 | 01/03/2006 | | A | | 19,820 | | (6) | 01/28/2014 | Class B Common Stock | 19,820 | (7) | 19,820 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$49.8233 | 01/03/2006 | | A | | 17,838 | | (6) | 01/30/2012 | Class B Common Stock | 17,838 | (7) | 17,838 | D | |
| Restricted Stock Units ⁽⁹⁾⁽¹⁰⁾ | (9) | 01/03/2006 | | A | | 2,477 | | (9) | (9) | Class B Common Stock | 2,477 | (11) | 2,477 | D | |
| Restricted Stock Units ⁽⁹⁾⁽¹⁰⁾ | (9) | 01/03/2006 | | A | | 3,885 | | (9) | (9) | Class B Common Stock | 3,885 | (11) | 6,362 | D | |

Explanation of Responses:

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 A common stock was exchanged for 0.5 shares of CBS Corporation Class A common 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.
2. 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.
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 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.
5. Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
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 four equal installments beginning on January 26, 2006.
9. Each Restricted Stock Unit is the economic equivalent of one share of the Issuer's Class B common stock. The Restricted Stock 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 of the Issuer's Class B Common Stock upon vesting.
10. Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
11. In the Merger, each grant of Restricted Stock Units of Viacom Class B common stock was converted into a number of Restricted Stock Units of the Issuer's Class B common stock determined by multiplying the number of Restricted Stock Units included in the grant before the Merger by 0.792802.

Remarks:

By: Michael D. Fricklas, 01/04/2006
Attorney-in-Fact

** Signature of Reporting Person Date

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

* 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).

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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