## SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

1. Name and Address of Reporting Person\*

SCHWARTZ WILLIAM

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

2. Issuer Name and Ticker or Trading Symbol

VIACOM INC [ VIA, VIAB ]

| ARIZ W  | <u>ILLIAM</u>   |  |  |   |  |  |   | ,   |  
  | 1  
   |                            |  
   | X   
  | Directo  | r                               |  | 10% Ov  | ner  
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--|---|---|---|
| (Last) (First) (Middle)<br>1515 BROADWAY                              |   |  |  |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/31/2005   |  |   |   |  
  |  
   |                            |  
   |   
  | Officer<br>below)  | (give title                     |  | Other (s<br>below)  | pecify   
   |  |  |  |  |  | | | | |
  |   |   |
|   |   | 10036<br>(Zip)   |  | _ 4. I  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |   |  
  |  
   |                            | Line)  
   |   
  |  |                                 |  | 1   | |
   |  |  |  |  |  |  
  |   |   |
| 1. Title of Security (Instr. 3) 2. Tra<br>Date                        |   |  |  |   |  |  | 2A. Deemed<br>Execution Date,   |   | 3.<br>Transaction<br>Code (Instr. 5)   
  |  
   | ties Acquired (A) o        |  
   | ) or  
  | 5. Amour<br>Securitie<br>Beneficia<br>Owned F  | nt of<br>s<br>ally<br>following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)        |   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership  
   |  |  |  |  |  |  
  |   |   |
| Class B common stock  |   |  | 12/3   | 1/200   | )5   |  |   | Code  | v  
  | Amount<br>9,000  
   | (A) o<br>(D)               | r P  
   | (1)   
  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)   |                                 |  | D   | instr. 4)  
   |  |  |  |  |  | | | | |
  |   |   |
|   |   | Table II -   | Deriva   | ative   | ve Securities Acquired, Disposed of, or Beneficially Owned   |  |   |   |  
  |  
   |                            |  
   |   
  |  |                                 |  | ]   | | | | | |
   |  |  |  |  |  |  
  |   |   |
| 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year)  | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)  |  | Code (Instr.  |  | n of E   |   | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)  |  
  | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4)  
   |                            |  
   | Derivative<br>Security  
  | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) |                                 | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  | | | | | |
   |  |  |  |  |  |  
  |   |   |
|   |   |  |  | Code  | v  | (A)  | (D)   | Date<br>Exercisab   |  
  |  
   | Title                      | or<br>Nur<br>of  
   | nber  
  |  |                                 |  |   | |
   |  |  |  |  |  |  
  |   |   |
| \$34.25   | 12/31/2005  |  |  | D   |  |  | 3,000   | 08/01/19  | 99   
  | 08/01/2008   
   | Class B<br>common<br>stock | 3,   
   | 000   
  | (2)  | 0.000                           | 0  | D   | |
   |  |  |  |  |  |  
  |   |   |
| <b>\$</b> 41.9375   | 12/31/2005  |  |  | D   |  |  | 3,000   | 08/01/20  | 00   
  | 08/01/2009   
   | Class B<br>common<br>stock | 3,   
   | 000   
  | (2)  | 0.000                           | 0  | D   | |
   |  |  |  |  |  |  
  |   |   |
| \$70  | 12/31/2005  |  |  | D   |  |  | 3,000   | 08/01/20  | 01   
  | 08/01/2010   
   | Class B<br>common<br>stock | 3,   
   | 000   
  | (2)  | 0.000                           | 0  | D   | |
   |  |  |  |  |  |  
  |   |   |
| \$55.2  | 12/31/2005  |  |  | D   |  |  | 3,000   | 01/31/20  | 02   
  | 01/31/2011   
   | Class B<br>common<br>stock | 3,   
   | 000   
  | (2)  | 0.000                           | 0  | D   | |
   |  |  |  |  |  |  
  |   |   |
| \$39.99   | 12/31/2005  |  |  | D   |  |  | 3,000   | 01/31/20  | 03   
  | 01/31/2012   
   | Class B<br>common<br>stock | 3,   
   | 000   
  | (2)  | 0.000                           | 0  | D   | |
   |  |  |  |  |  |  
  |   |   |
| \$38.55   | 12/31/2005  |  |  | D   |  |  | 3,000   | 01/31/20  | 04   
  | 01/31/2013   
   | Class B<br>common<br>stock | 3,   
   | 000   
  | (2)  | 0.000                           | 0  | D   | | | | | |
   |  |  |  |  |  |  
  |   |   |
| \$40.3  | 12/31/2005  |  |  | D   |  |  | 4,000   | (3)   |  
  | 01/31/2014   
   | Class B<br>common<br>stock | 4,   
   | 000   
  | (2)  | 0.000                           | 0  | D   | | | | | |
   |  |  |  |  |  |  
  |   |   |
| \$37.34   | 12/31/2005  |  |  | D   |  |  | 4,000   | (4)   |  
  | 01/31/2015   
   | Class B<br>common<br>stock | 4,   
   | 000   
  | (2)  | 0.000                           | 0  | D   | | | | | | | | | | | | | | | | | | | | | | | |
   |  |  |  |  |  |  
  |   |   |
|   | (F<br>OADWAY<br>ORK N<br>(S<br>Security (Ins)<br>Ommon Sto<br>Or Exercise<br>Price of<br>Derivative<br>Security<br>\$34.25<br>\$41.9375<br>\$70<br>\$55.2<br>\$39.99<br>\$38.55<br>\$40.3 | OADWAY     DRK <ny< td="">     (State)     Take states (Instration preserving of Derivative Security (Instration preserving security)     3. Transaction Date (Month/Day/Year)     \$34.25   12/31/2005     \$41.9375   12/31/2005     \$55.2   12/31/2005     \$39.99   12/31/2005     \$38.55   12/31/2005     \$40.3   12/31/2005</ny<> | (First)   (Middle)     OADWAY   10036     DRK   NY   10036     (State)   (Zip)     Table 1 - Not     Security (Instr. 3)     Security (Instr. 3) | (First)   (Middle)     OADWAY   10036     CADWAY   (Zip)     Image: Control (Image: Control ( | (First)   (Middle)   3.     ORK   NY   10036     (State)   (Zip)     (State)   (Zip)     Table 1 - Non-torivative<br>(Month/Day/Year)     Security (Instr. 3)     2   12/31/2005     2   12/31/2005     2   12/31/2005     \$33.99   12/31/2005     \$33.55   12/31/2005     \$33.55   12/31/2005     \$33.55   12/31/2005     \$33.55   12/31/2005     \$33.55   12/31/2005     \$33.55   12/31/2005     \$33.55   12/31/2005 | (First)   (Middle)   3. Date of 12.31/2005     OADWAY   (Middle)   3. Date of 12.31/2005     ORK   NY   10036     (State)   (Zip)   4. If Ame     Table 1 - NO-TOTOTOTOTOTOTOTOTOTOTOTOTOTOTOTOTOTOT | (First)   (Middle)   3. Date of Earli 12/31/2005     ORK   NY   10036     (State)   (Zip)   (Xitate)     Table I - NO-DEVENENCENCENCENCENCENCENCENCENCENCENCENCEN | Image: contract (First) (Middle)     3. Date of Earliest Translation (State)       ORK     NY     10036     4. If Amendment, Date       (State)     (Zip)     2. Transation (State)     2. Transation (Middle)     2. Deemed (State)       Security (Instr. 3)     2. Transation (Middle)     2. Transation (Middle)     2. Transation (Middle)     2. Transation (Middle)       Security (Instr. 3)     3. Transation (Middle)     2. Deemed (State)     2. Deemed (State)     2. Deemed (State)       Conversion of price of Derivative Securities (Middle)     3. Transation (Middle)     4. Transation (Middle)     5. doemed (State)     5. doemed (State)       2     Conversion (Middle)     3. Transation (Middle)     4. Transation (Middle)     5. doemed (State)     5. doemed (State) | Image: control (First) (Middle)     Middle)     3. Date of Earliest Transaction (Middle)       ORK     NY     10036     4. If Amendment, Date of Original       ORK     NY     10036     4. If Amendment, Date of Original       Security (Instr. 3)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)       Security (Instr. 3)     Image: Contro (Middle)     Image: Control (Middle)     Image: Control (Middle)       Security (Instr. 3)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)       Security (Instr. 3)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)       Conversion (Middle)     Transaction (Middle)     State (Middle)     Image: Control (Middle)     Image: Control (Middle)       Security (Middle)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)       Security (Middle)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)       Security (Middle)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle)     Image: Control (Middle) <tr< td=""><td><math display="block"> \begin table in the image in the image. 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Date of Earliest Transaction (Morth/Day/Year)       2012/31/2005       Security (Instr. 3)     Date of Earliest Transaction (Morth/Day/Year)       Security (Instr. 3)     Security Colspan="4"&gt;Security (Instr. 3)       Security (Instr. 3)     Security Colspan="4"&gt;Security Colspan="4"&gt;Security Colspan="4"&gt;Security (Instr. 3)       Security (Instr. 3)     Security Colspan="4"&gt;Security Colspan="4"       Security (Instr. 3)     Security Colspan="4"&gt;Security Colspan="4"&gt;Security Colspan="4"&gt;Security Colspan="4"&gt;Security Colspan="4"&gt;Security Colspan="4"       Security Colspan="4"     Security Colspan="4"       <th <="" colspan="4" td=""><td>(First) (Mddle)     3. Date of Earliest Transaction (Month/Day/Year)       2RK     NY     10036     4. If Amendment, Date of Original Filed (Month/Day/Year)       Security (Instr. 3)     (Mddle)       Security (Instr. 3)     2. Transaction (Month/Day/Year)       Security (Instr. 3)       Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)       Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)       <th <="" colspan="4" td=""><td></td><td>Eristi<br/>OADWAY     (Middle)<br/>(Sittle)     Image: Constraint of the second of the</td><td>CFICIC OLDUNALY     ONITION OF CONTROL O</td><td>Image: control (First)     Image: control (Control (Contro) (Control (Control (Control (Contro) (Control (Cont</td><td>Image: control of the second of the</td></th></td></th></td></tr<> | $ \begin table in the image in the image. The image in the image. The image is the image in the image. The image is the image in the image. The image is the image in the image. The image is the image in the image. The image is the image in the image. The image in the image. The image in the image. The image in the image. The image in the image. The image in the image in the image in the imag$ |                            | (First) (Middle)     3. Date of Earliest Transaction (Morth/Day/Year)       2012/31/2005       Security (Instr. 3)     Date of Earliest Transaction (Morth/Day/Year)       Security (Instr. 3)     Security Colspan="4">Security (Instr. 3)       Security (Instr. 3)     Security Colspan="4">Security Colspan="4">Security Colspan="4">Security (Instr. 3)       Security (Instr. 3)     Security Colspan="4">Security Colspan="4"       Security (Instr. 3)     Security Colspan="4">Security Colspan="4">Security Colspan="4">Security Colspan="4">Security Colspan="4">Security Colspan="4"       Security Colspan="4"     Security Colspan="4" <th <="" colspan="4" td=""><td>(First) (Mddle)     3. Date of Earliest Transaction (Month/Day/Year)       2RK     NY     10036     4. If Amendment, Date of Original Filed (Month/Day/Year)       Security (Instr. 3)     (Mddle)       Security (Instr. 3)     2. Transaction (Month/Day/Year)       Security (Instr. 3)       Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)       Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)       <th <="" colspan="4" td=""><td></td><td>Eristi<br/>OADWAY     (Middle)<br/>(Sittle)     Image: Constraint of the second of the</td><td>CFICIC OLDUNALY     ONITION OF CONTROL O</td><td>Image: control (First)     Image: control (Control (Contro) (Control (Control (Control (Contro) (Control (Cont</td><td>Image: control of the second of the</td></th></td></th> | <td>(First) (Mddle)     3. Date of Earliest Transaction (Month/Day/Year)       2RK     NY     10036     4. If Amendment, Date of Original Filed (Month/Day/Year)       Security (Instr. 3)     (Mddle)       Security (Instr. 3)     2. Transaction (Month/Day/Year)       Security (Instr. 3)       Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)       Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)       <th <="" colspan="4" td=""><td></td><td>Eristi<br/>OADWAY     (Middle)<br/>(Sittle)     Image: Constraint of the second of the</td><td>CFICIC OLDUNALY     ONITION OF CONTROL O</td><td>Image: control (First)     Image: control (Control (Contro) (Control (Control (Control (Contro) (Control (Cont</td><td>Image: control of the second of the</td></th></td> |  |                                 |  | (First) (Mddle)     3. Date of Earliest Transaction (Month/Day/Year)       2RK     NY     10036     4. If Amendment, Date of Original Filed (Month/Day/Year)       Security (Instr. 3)     (Mddle)       Security (Instr. 3)     2. Transaction (Month/Day/Year)       Security (Instr. 3)       Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)       Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3)     Security (Instr. 3) <th <="" colspan="4" td=""><td></td><td>Eristi<br/>OADWAY     (Middle)<br/>(Sittle)     Image: Constraint of the second of the</td><td>CFICIC OLDUNALY     ONITION OF CONTROL O</td><td>Image: control (First)     Image: control (Control (Contro) (Control (Control (Control (Contro) (Control (Cont</td><td>Image: control of the second of the</td></th> | <td></td> <td>Eristi<br/>OADWAY     (Middle)<br/>(Sittle)     Image: Constraint of the second of the</td> <td>CFICIC OLDUNALY     ONITION OF CONTROL O</td> <td>Image: control (First)     Image: control (Control (Contro) (Control (Control (Control (Contro) (Control (Cont</td> <td>Image: control of the second of the</td> |  |  |  |  | Eristi<br>OADWAY     (Middle)<br>(Sittle)     Image: Constraint of the second of the | CFICIC OLDUNALY     ONITION OF CONTROL O | Image: control (First)     Image: control (Control (Contro) (Control (Control (Control (Contro) (Control (Cont | Image: control of the second of the |

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)	4.5. NumberTransaction Code (Instr. 8)of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercis Expiration Dat (Month/Day/Ye	e	7. Title ar Amount of Securities Underlyin Derivativo Security ( and 4)	of s ig e	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				
Phantom Class A Common Stock Units	(5)	12/31/2005		D			21,645	(5)	(5)	Class A common stock	21,645	(6)	0.0000	D	
Phantom Class B Common Stock Units	(5)	12/31/2005		D			21,969	(5)	(5)	Class B common stock	21,969	(6)	0.0000	D	
Restricted Share Units <sup>(7)</sup>	(8)	12/31/2005		D			1,563	05/26/2006 <sup>(8)</sup>	(8)	Class B common stock	1,563	(9)	0.0000	D	

## Explanation of Responses:

1. Disposed of pursuant to a merger between Viacom Inc. and Viacom Merger Sub Inc. (the Merger), in exchange for 0.5 shares of CBS Corporation Class B common stock and 0.5 shares of New Viacom Corp. (New Viacom) Class B common stock for each share of Viacom Class B common stock, with cash in lieu of any fractional shares of CBS Corporation Class B common stock and New Viacom Class B common stock. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of CBS Corporation Class B common stock on the New York Stock Exchange was \$25.60 per share and the opening price of New Viacom Class B common stock on the New York Stock Exchange was \$41.12 per share. Viacom Inc. changed its name to CBS Corporation upon completion of the Merger.

2. In the Merger, each grant of stock options to buy Viacom Class B common stock was converted into a number of stock options to buy New Viacom 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 options was determined by dividing the pre-Merger exercise price by 0.792802.

3. These options vest in three equal annual installments beginning on January 31, 2005.

4. These options vest in three equal annual installments beginning on January 31, 2006.

5. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash. Each Phantom Class A Common Stock Unit was the economic equivalent of one share of Viacom Class A common stock and each Phantom Class B Common Stock Unit was the economic equivalent of one share of Viacom Class B common stock.

6. In the Merger, each Viacom Phantom Class A Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Phantom Class A Common Stock Units and 0.5 New Viacom Corp. (New Viacom) Phantom Class A Common Stock Units; and each Viacom Phantom Class B Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Phantom Class B Common Stock Units and 0.5 New Viacom Phantom Class B Common Stock Units. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of CBS Corporation Class A common stock on the New York Stock Exchange was \$25.60 per share, the opening price of CBS Corporation Class A common stock on the New York Stock Exchange was \$40.00 per share and the opening price of New Viacom Class B common stock on the New York Stock Exchange was \$41.12 per share.

7. Granted under the Viacom Inc. 2005 RSU Plan for Outside Directors

8. Each Restricted Share Unit was the economic equivalent of one share of Viacom 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, as described in the following footnote, unless the Reporting Person has elected to defer settlement.

9. 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 New Viacom Class B common stock determined by multiplying the number of restricted share units included in the grant before the Merger by 0.792802.

**Remarks:** 

<u>By: /s/ Michael D. Fricklas,</u> <u>Attorney-in-Fact</u>

01/04/2006

Date

\*\* Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.