

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Griffith JoAnne Adams</u>			2. Issuer Name and Ticker or Trading Symbol <u>New Viacom Corp.</u> [ <u>VIA, VIAB</u> ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Human Resources</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2005</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
1515 BROADWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10036</u>								
(City) (State) (Zip)								

**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		235	A	(1)	235	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						Title
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$19.2356	01/03/2006		A		4,360		(3)	08/01/2007	Class B Common Stock	4,360	(4)	4,360	D	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$52.8979	01/03/2006		A		15,856		(3)	08/01/2009	Class B Common Stock	15,856	(4)	15,856	D	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$88.2945	01/03/2006		A		1,982		(3)	08/01/2010	Class B Common Stock	1,982	(4)	1,982	D	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$69.6265	01/03/2006		A		15,856		(3)	01/31/2011	Class B Common Stock	15,856	(4)	15,856	D	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$47.1493	01/03/2006		A		13,874		(5)	01/26/2013	Class B Common Stock	13,874	(4)	13,874	D	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$49.6089	01/03/2006		A		17,838		(3)	01/29/2013	Class B Common Stock	17,838	(4)	17,838	D	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$50.9459	01/03/2006		A		19,820		(3)	01/28/2014	Class B Common Stock	19,820	(4)	19,820	D	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$49.8233	01/03/2006		A		17,838		(3)	01/30/2012	Class B Common Stock	17,838	(4)	17,838	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				
Restricted Stock Units <sup>(6)(7)</sup>	(6)	01/03/2006		A		2,477		(6)	(6)	Class B Common Stock	2,477	(8)	2,477	D	

**Explanation of Responses:**

- 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.
- Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- Current.
- 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.
- These options vest annually in four equal installments beginning on January 26, 2006.
- 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.
- Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- 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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