

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Phelps Julia</u>  (Last) (First) (Middle) <u>1515 BROADWAY</u>  (Street) <u>NEW YORK NY 10036</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Paramount Global [ PARAA, PARA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <u>EVP, Chief Comms &amp; Corp Mktg</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B common stock	03/01/2023		M		4,030 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	27,070 <sup>(2)</sup>	D	
Class B common stock	03/01/2023		F		1,632 <sup>(3)</sup>	D	\$21.72	25,438	D	
Class B common stock								166	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
Restricted Share Units <sup>(4)</sup>	(1)	03/01/2023		M			4,030	03/01/2023 <sup>(1)</sup>	(1)	Class B common stock	4,030	\$0.0000 <sup>(4)</sup>	12,089	D	
Restricted Share Units <sup>(4)</sup>	(5)	03/01/2023		A		22,550		03/01/2024 <sup>(5)</sup>	(5)	Class B common stock	22,550	\$0.0000 <sup>(4)</sup>	22,550	D	

**Explanation of Responses:**

- The shares identified in Table I were issued on March 1, 2023, upon vesting of the first of four equal annual installments of the Restricted Share Units ("RSUs") identified in Table II, which were initially granted on March 1, 2022. On March 1, 2023, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$21.72 per share.
- Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
- These shares were withheld by the Issuer to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.
- Granted under the Issuer's long-term incentive plan for no consideration.
- These RSUs will vest in three equal annual installments beginning on March 1, 2024, and a corresponding number of shares of Class B common stock, net of any shares withheld by the Issuer to satisfy tax liability incident to the vesting of the RSUs, will be delivered on each vest date.

/s/ Christa A. D'Alimonte,  
Attorney-in-Fact for Julia Phelps 03/03/2023

\*\* 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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