

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>WALTER ROBERT D</u> (Last) (First) (Middle) 51 WEST 52ND STREET (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VIACOM INC [CBS, CBS.A]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2005	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			
CBS Class B common stock	12/31/2005		A		37,782	A	(1)	37,782	D	
Class B Common Stock Equivalents ⁽²⁾	01/03/2006		A		145.2361	A	(3)	145.2361	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
Director Stock Option (right to buy) ⁽⁴⁾	\$16.7892	01/03/2006		A		873		(5)	01/28/2007	CBS Class B common stock	873	(6)	873	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$13.4283	01/03/2006		A		1,745		(5)	01/28/2007	CBS Class B common stock	1,745	(6)	1,745	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$21.1004	01/03/2006		A		2,490		(5)	01/27/2008	CBS Class B common stock	2,490	(6)	2,490	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$36.4761	01/03/2006		A		3,392		(5)	01/26/2009	CBS Class B common stock	3,392	(6)	3,392	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$24.7362	01/03/2006		A		2,057		(5)	01/26/2009	CBS Class B common stock	2,057	(6)	2,057	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$45.923	01/03/2006		A		1,214		(5)	01/22/2010	CBS Class B common stock	1,214	(6)	1,214	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$44.1875	01/03/2006		A		1,069		(5)	01/25/2010	CBS Class B common stock	1,069	(6)	1,069	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				
Director Stock Option (right to buy) ⁽⁴⁾	\$43.7792	01/03/2006		A		12,734		(5)	05/04/2010	CBS Class B common stock	12,734	(6)	12,734	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$54.9694	01/03/2006		A		3,820		(5)	08/01/2010	CBS Class B common stock	3,820	(6)	3,820	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$43.8106	01/03/2006		A		1,149		(5)	01/28/2011	CBS Class B common stock	1,149	(6)	1,149	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$43.3473	01/03/2006		A		3,820		(5)	01/31/2011	CBS Class B common stock	3,820	(6)	3,820	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$31.4032	01/03/2006		A		3,820		(5)	01/31/2012	CBS Class B common stock	3,820	(6)	3,820	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$30.2724	01/03/2006		A		3,820		(5)	01/31/2013	CBS Class B common stock	3,820	(6)	3,820	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$31.6467	01/03/2006		A		5,093		(7)	01/31/2014	CBS Class B common stock	5,093	(6)	5,093	D	
Director Stock Option (right to buy) ⁽⁴⁾	\$29.3222	01/03/2006		A		5,093		(8)	01/31/2015	CBS Class B common stock	5,093	(6)	5,093	D	
Phantom Class A Common Stock Units	(9)	12/31/2005		A		3,008		(9)	(9)	CBS Class A common stock	3,008	(10)	3,008	D	
Phantom Class B Common Stock Units	(9)	12/31/2005		A		3,029		(9)	(9)	CBS Class B common stock	3,029	(10)	3,029	D	
Putative Debenture	(11)	01/03/2006		A		2,314		(12)	(12)	CBS Class B common stock	0.0000	(12)	2,314	D	
Putative Debenture	(13)	01/03/2006		A		387		(12)	(12)	CBS Class B common stock	387	(12)	387	D	
Putative Debenture	(14)	01/03/2006		A		1,473		(12)	(12)	CBS Class B common stock	1,473	(12)	1,473	D	
Restricted Share Units ⁽¹⁵⁾	(16)	01/03/2006		A		1,990		(16)	(16)	CBS Class B common stock	1,990	(17)	1,990	D	

Explanation of Responses:

- Acquired pursuant to a merger between CBS Corporation (formerly know as Viacom Inc.) 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 New Viacom Corp. (New 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 (CBS) upon completion of the Merger.
- Common Stock Equivalents under the CBS Deferred Compensation and Stock Plan for Directors.
- Common Stock Equivalents under the CBS Deferred Compensation and Stock Plan for Directors. In the Merger, each Viacom Class B common stock equivalent was exchanged for a number of CBS Corporation Class B common stock equivalents determined by multiplying the number of common stock equivalents included in the grant before the Merger by 1.273438.
- Right to buy under Issuer's stock option plan for outside directors.
- Current.

6. 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 CBS Corporation Class B common stock determined by multiplying the number of outstanding stock options included in the grant before the Merger by 1.273438. The per share exercise price of the converted stock options was determined by dividing the pre-Merger exercise price by 1.273438.
7. These options vest in three equal annual installments beginning on January 31, 2005.
8. These options vest in three equal annual installments beginning on January 31, 2006.
9. 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 is the economic equivalent of one share of CBS Corporation Class A common stock and each Phantom Class B Common Stock Unit is the economic equivalent of one share of CBS Corporation Class B common stock.
10. In the Merger, each Viacom Class A Phantom Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Class A Phantom Common Stock Units and 0.5 New Viacom Class A Phantom Common Stock Units and each Viacom Class B Phantom Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Class B Phantom Common Stock Units and 0.5 New Viacom Class B Phantom 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 B common stock on the New York Stock Exchange was \$25.60 per share, the opening price of New Viacom 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.
11. The conversion rate of shares per \$100 debenture is 7.4434.
12. The Putative Debentures reflect deferral of Director cash compensation pursuant to the CBS Deferred Compensation and Stock Plan for Directors. Pursuant to the Plan, deferred amounts are paid in a lump sum or 5, 10 or 15 consecutive installments beginning in the January following termination of service as a Director. In the Merger, each share of Viacom Class B common stock underlying the Debenture was replaced with 1.273438 shares of CBS Corporation Class B common stock.
13. The conversion rate of shares per \$100 debenture is 7.3201.
14. The conversion rate of shares per \$100 debenture is 4.6346.
15. Granted under the Issuer's 2005 RSU Plan for Outside Directors.
16. The Restricted Share Units will vest May 26, 2006 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting, unless the Reporting Person has elected to defer settlement.
17. 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 CBS Corporation Class B common stock determined by multiplying the number of restricted share units included in the grant before the Merger by 1.273438.

Remarks:

/s/ Walter, Robert D.

01/04/2006

** 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.

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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Louis J. Briskman and Angeline C. Straka, and each of them singly, the undersigned's true and lawful attorney-in-fact to execute and file for and on behalf of the undersigned (i) any reports on Forms 3, 4 and 5 (including any amendments thereto and any successors to such Forms) with respect to ownership of securities of CBS Corporation, formerly known as Viacom Inc. (the "Company"), that the undersigned may be required to file with the U.S. Securities and Exchange Commission in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to file such reports electronically.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Power of Attorney revokes and replaces any prior Power of Attorney executed by the undersigned with respect to the ownership of securities of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of December, 2005.

Signature: /s/ Robert D. Walter
Print: Robert D. Walter