FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL								
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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 Add PHILLIPS		ES E	. Date of Event Requiring Staten Month/Day/Year 2/31/2005	nent		er Name and Ticker or Trac Viacom Corp. [VI							
(Last) 1515 BROAD	Last) (First) (Middle)				Relationship of Reporting Pers (Check all applicable) X Director		son(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)				
(Street) NEW YORK	NY 10	10036				Officer (give title below)	Other (spe below)	cify	Individual or Joint/Group Filing (Check Applicable Line) Y Form filed by One Reporting Person Form filed by More than One Reporting Person		y One Reporting Person y More than One		
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Beneficially Owned													
1. Title of Security (Instr. 4)					Beneficially Owned (Instr. 4) For or I				4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Secur Underlying Derivative Securi			4. Conversor Exer	cise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable			e	Amount or Number of Shares	mount Derivat Securit umber		Direct (D) or Indirect (I) (Instr. 5)			

Explanation of Responses:

Remarks:

* Upon its separation from the former Viacom Inc. on 12/31/05, the Issuer changed its name to Viacom Inc., and beginning 1/3/06 began regular way trading (VIA; VIA.B). No securities owned.

No securities are beneficially owned.

/s/ Phillips, Jr., Charles E. 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 5 (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.