

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

**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

1. Name and Address of Reporting Person* <u>REDSTONE SUMNER M</u>  (Last) (First) (Middle) 1515 BROADWAY  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>New Viacom Corp. [ VIA, VIAB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman of the Board</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2005	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/31/2005		J <sup>(1)</sup>		50	D	(1)	0	I	By Viacom Inc. <sup>(2)</sup>
Class B Common Stock	12/31/2005		J <sup>(1)</sup>		50	D	(1)	0	I	By Viacom Inc. <sup>(2)</sup>

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>REDSTONE SUMNER M</u>  (Last) (First) (Middle) 1515 BROADWAY  (Street) NEW YORK NY 10036  (City) (State) (Zip)
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1. Name and Address of Reporting Person *		
<a href="#">NAIRI INC</a>		
(Last)	(First)	(Middle)
200 ELM STREET		
(Street)		
DEDHAM	MA	02026
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
<a href="#">NATIONAL AMUSEMENTS INC /MD/</a>		
(Last)	(First)	(Middle)
200 ELM STREET		
(Street)		
DEDHAM	MA	02026
(City)	(State)	(Zip)

**Explanation of Responses:**

- All shares of the Issuer's Class A Common Stock and Class B Common Stock held indirectly by the Reporting Persons were canceled for no consideration in connection with the merger (the Merger) of Viacom Merger Sub Inc. with and into Viacom Inc. (Viacom), with Viacom as the surviving corporation of the Merger. On the date of the Merger, the Issuer changed its name from New Viacom Corp. to Viacom Inc., and beginning January 3, 2006, began regular way trading (VIA; VIA.B).
- These securities are owned directly by Viacom Inc. (Viacom), but may also be deemed to be beneficially owned by (1) NAIRI, Inc. (NAIRI), which owns approximately 71% of Viacom's voting stock, (2) NAIRI's parent corporation, National Amusements, Inc. (NAI) and (3) Sumner M. Redstone, who is the controlling stockholder of NAI.

**Remarks:**

\* On the date of the transactions reported herein, the Issuer's two classes of securities, Class A Common Stock and Class B Common Stock, were traded on a when-issued basis under the symbols, VIA wi and VIA.B wi, respectively.

<a href="#">By: Michael D. Fricklas,</a>	<a href="#">01/04/2006</a>
<a href="#">Attorney-in-Fact</a>	
<a href="#">/s/ NAIRI, Inc.,</a>	<a href="#">01/04/2006</a>
<a href="#">/s/ National Amusements, Inc.,</a>	<a href="#">01/04/2006</a>

\*\* 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.**