SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*
 	
 TERRELL FREDERICK
 	
 (Last)   (First)   (Middle)
 1515 BROADWAY
 	
 (Street)
 NEW YORK   NY   10036
 	
 (City)   (State)   (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	 ViacomCBS Inc. [VIACA,VIAC]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 01/01/2022
	
	 4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		 X Director 10% Owner
		
		          Officer (give title Other (specify
		          below) below)
		
		 6. Individual or Joint/Group Filing (Check Applicable Line)
		
		 X 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			

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				
Phantom Class A Common Stock Units	(1)	01/01/2022		A		40		(1)	(1)	Class A common stock	40	$33.37	5,359	D	
Phantom Class B Common Stock Units	(1)	01/01/2022		A		45		(1)	(1)	Class B common stock	45	$30.18	5,890	D	

Explanation of Responses:

1. Represents cash dividends credited during the previous quarter on Phantom Class A Common Stock Units and Phantom Class B Common Stock Units resulting from cash fees previously deferred by the Reporting Person pursuant to the Issuer's deferred compensation arrangement for directors. The dividends are deemed invested at the beginning of each calendar quarter into Phantom Class A Common Stock Units and Phantom Class B Common Stock Units based on the closing market price of the Issuer's Class A Common Stock and Class B Common Stock, as applicable, on the day of the deemed investment. The cash value of the Phantom Common Stock Units is paid out after the Reporting Person's retirement from the Board.

/s/ Christa A. D'Alimonte, Attorney-in-Fact for Frederick O. Terrell   01/04/2022

** 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.