

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
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>PHILLIPS JR CHARLES E</u>			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 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2005</u>			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		
1515 BROADWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10036								
(City) (State) (Zip)								

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					
Class A Phantom Common Stock Units ⁽¹⁾⁽²⁾	(2)	12/31/2005		A		747		(2)	(2)	Class A Common Stock	747	(3)	747	D
Class B Phantom Common Stock Units ⁽²⁾	(2)	12/31/2005		A		755		(2)	(2)	Class B Common Stock	755	(4)	755	D
Director Stock Option (Right to Buy) ⁽⁵⁾	\$43.3022	01/03/2006		A		7,928		(6)	10/13/2014	Class B Common Stock	7,928	(7)	7,928	D
Director Stock Option (Right to Buy) ⁽⁵⁾	\$47.0988	01/03/2006		A		3,171		(8)	01/31/2015	Class B Common Stock	3,171	(7)	3,171	D
Restricted Share Units ⁽⁹⁾⁽¹⁰⁾	(10)	01/03/2006		A		1,239		05/26/2006 ⁽¹⁰⁾	(10)	Class B Common Stock	1,239	(11)	1,239	D

Explanation of Responses:

- Acquired pursuant to a merger between the former Viacom Inc. and Viacom Merger Sub Inc. (the Merger), in which each share of Viacom Class A common stock was exchanged for 0.5 shares of CBS Corporation Class A common stock and 0.5 shares of the Issuer's Class A common stock and 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 the Issuer's Class B common stock, with fractional shares paid in cash. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of the Issuer's Class A common stock on the New York Stock Exchange was \$40.00 and the opening price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.12 per share. The former Viacom Inc. changed its name to CBS Corporation, and the Issuer changed its name from New Viacom Corp. to Viacom Inc., upon completion of the Merger.
- The Reporting Person has elected to defer payment of director retainer and meeting fees pursuant to the Viacom Inc. Deferred Compensation Plan for Outside Directors. Deferred amounts are deemed invested quarterly in a number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such deferred amounts would have purchased on the first day of the quarter. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.
- In the Merger, each share of Viacom Class A Phantom common stock was deemed exchanged for 0.5 shares of CBS Corporation Class A Phantom common stock and 0.5 shares of the Issuer's Class A Phantom common stock. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of the Issuer's Class A common stock on the New York Stock Exchange was \$40.00 per share.
- In the Merger, each share of Viacom Class B Phantom common stock was deemed exchanged for 0.5 shares of CBS Corporation Class B Phantom common stock and 0.5 shares of the Issuer's Class B Phantom common stock. On January 3, 2006, the first business day following the effective time of the Merger, the opening price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.12 per share.
- Right to buy under the Viacom Inc. 2006 Stock Option Plan for Outside Directors.
- Current.
- In the Merger, each grant of stock options to purchase Viacom Class B common stock was converted into a number of stock options to purchase the Issuer's Class B common stock determined by multiplying the number of outstanding stock options included in the grant before the Merger by 0.792802. The per share exercise price of the converted stock option was determined by dividing the pre-Merger exercise price by 0.792802.
- These options vest annually in three equal installments beginning on January 31, 2006.

9. Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors.

10. Each Restricted Share Unit is the economic equivalent of one share of the Issuer's Class B common stock. The Restricted Share Units will vest on May 26, 2006 and will be settled by delivery of a corresponding number of shares upon vesting, unless the Reporting Person has elected to defer settlement.

11. 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 the Issuer's Class B common stock determined by multiplying the number of Restricted Share Units included in the grant before the Merger by 0.792802.

Remarks:

/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 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.