

ABRAMS GEORGE S

Form 4

January 04, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ABRAMS GEORGE S

2. Issuer Name **and** Ticker or Trading
Symbol
VIACOM INC [VIA, VIAB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1515 BROADWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Class B common stock	12/31/2005		D	26,000	D	0	D
Class B common stock	12/31/2005		D	200	D	0	I
							As Trustee (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 17.5	12/31/2005		D		3,000		08/01/1997	08/01/2006	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 15.25	12/31/2005		D		3,000		08/01/1998	08/01/2007	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 34.25	12/31/2005		D		3,000		08/01/1999	08/01/2008	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 41.9375	12/31/2005		D		3,000		08/01/2000	08/01/2009	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 70	12/31/2005		D		3,000		08/01/2001	08/01/2010	Class B common stock	3,000
Director Stock Option (right to buy)	\$ 55.2	12/31/2005		D		3,000		01/31/2002	01/31/2011	Class B common stock	3,000
Director Stock Option (right to	\$ 39.99	12/31/2005		D		3,000		01/31/2003	01/31/2012	Class B common stock	3,000

buy)

Director
Stock
Option
(right to
buy)

\$ 38.55

12/31/2005

D

3,000

01/31/2004 01/31/2013

Class B
common
stock 3,00

Director
Stock
Option
(right to
buy)

\$ 40.3

12/31/2005

D

4,000

(4)

01/31/2014

Class B
common
stock 4,00

Director
Stock
Option
(right to
buy)

\$ 37.34

12/31/2005

D

4,000

(5)

01/31/2015

Class B
common
stock 4,00

Phantom
Class A
Common
Stock
Units

(6)

12/31/2005

D

19,494

(6)(6)

Class A
common
stock 19,49

Phantom
Class B
Common
Stock
Units

(6)

12/31/2005

D

19,857

(6)(6)

Class B
common
stock 19,85

Restricted
Share
Units (8)

(9)

12/31/2005

D

1,563

05/26/2006(9)(9)

Class B
common
stock 1,56

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS GEORGE S 1515 BROADWAY NEW YORK, NY 10036	X			

Signatures

By: /s/ Michael D. Fricklas,
Attorney-in-Fact

01/04/2006

____Signature of Reporting Person

____Date

Explanation of Responses:

* 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).

- Disposed of pursuant to a merger between Viacom Inc. and Viacom Merger Sub Inc. (the Merger), in exchange 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 for each share of Viacom Class B common stock, with cash in lieu of any fractional shares of CBS Corporation Class B common stock and New Viacom
- (1) 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 upon completion of the Merger.
 - (2) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- 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 New Viacom Class B common stock determined by multiplying the number of outstanding stock options included in the grant before the
- (3) Merger by 0.792802. The per share exercise price of the converted stock options was determined by dividing the pre-Merger exercise price by 0.792802.
 - (4) These options vest in three equal annual installments beginning on January 31, 2005.
 - (5) These options vest in three equal annual installments beginning on January 31, 2006.
- Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash. Each Phantom Class A
- (6) Common Stock Unit was the economic equivalent of one share of Viacom Class A common stock and each Phantom Class B Common Stock Unit was the economic equivalent of one share of Viacom Class B common stock.
- In the Merger, each Viacom Phantom Class A Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Phantom Class A Common Stock Units and 0.5 New Viacom Corp. (New Viacom) Phantom Class A Common Stock Units; and each Viacom Phantom Class B Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Phantom Class B Common Stock Units and 0.5 New Viacom Phantom Class B Common Stock Units. On January 3, 2006, the first business day following the effective time of
- (7) 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.
 - (8) Granted under the Viacom Inc. 2005 RSU Plan for Outside Directors.
- Each Restricted Share Unit was the economic equivalent of one share of Viacom Class B common stock. The Restricted Share Units
- (9) will vest on May 26, 2006 and will be settled by delivery of a corresponding number of shares upon vesting, as described in the following footnote, unless the Reporting Person has elected to defer settlement.
- In the Merger, each grant of Restricted Share Units of Viacom Class B common stock was converted into a number of Restricted Share
- (10) Units of New Viacom Class B common stock determined by multiplying the number of restricted share units included in the grant before the Merger by 0.792802.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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