

MOONVES LESLIE
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOONVES LESLIE

(Last) (First) (Middle)
51 WEST 52ND STREET
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIACOM INC [CBS, CBS.A]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
CBS Class B common stock	12/31/2005		A		9,865	A	11 9,865	D	
CBS Class B common stock	12/31/2005		A		387	A	11 387	I	By 401(k)
CBS Class B common stock	12/31/2005		A		271	A	11 271	I	By IRA
CBS Class B common	12/31/2005		A		8	A	11 8	I	By Reporting

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stock									Person's children
CBS Class									By Spouse -
B common	12/31/2005		A	286	A	(1)	286	I	401(k) Plan
stock									(2)

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

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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Title	Amount	
									Number of Shares	
Class B Phantom Common Stock Units	(3)	12/31/2005		A		87	(3)	(3)	CBS Class B common stock	87
Class B Phantom Common Stock Units	(5)	12/31/2005		A		1,016	(5)	(5)	CBS Class B common stock	1,016
Class B Phantom Common Stock Units	(5)	12/31/2005		A		157	(5)	(5)	CBS Class B common stock	157
Employee Stock Option (right to buy) (6)	\$ 15.737	01/03/2006		A		159,180	(7)	06/16/2007	CBS Class B common stock	159,180
Employee Stock Option (right to	\$ 17.5902	01/03/2006		A		200,344	(7)	07/27/2007	CBS Class B common stock	200,344

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buy) <u>(6)</u>									
Employee Stock Option (right to buy) <u>(6)</u>	\$ 24.7362	01/03/2006	A	172,710	<u>(7)</u>	01/26/2009	CBS Class B common stock	172	
Employee Stock Option (right to buy) <u>(6)</u>	\$ 28.9924	01/03/2006	A	949	<u>(7)</u>	03/31/2009	CBS Class B common stock	9	
Employee Stock Option (right to buy) <u>(6)</u>	\$ 30.1703	01/03/2006	A	690,840	<u>(7)</u>	06/13/2009	CBS Class B common stock	690	
Employee Stock Option (right to buy) <u>(6)</u>	\$ 44.1875	01/03/2006	A	172,710	<u>(7)</u>	01/25/2010	CBS Class B common stock	172	
Employee Stock Option (right to buy) <u>(6)</u>	\$ 41.0464	01/03/2006	A	670	<u>(7)</u>	04/01/2010	CBS Class B common stock	6	
Employee Stock Option (right to buy) <u>(6)</u>	\$ 42.454	01/03/2006	A	482,336	<u>(7)</u>	05/25/2010	CBS Class B common stock	482	
Employee Stock Option (right to buy) <u>(6)</u>	\$ 33.8965	01/03/2006	A	1,074	<u>(7)</u>	04/01/2011	CBS Class B common stock	1,	
Employee Stock Option (right to buy) <u>(6)</u>	\$ 44.7686	01/03/2006	A	235,248	<u>(7)</u>	05/23/2011	CBS Class B common stock	235	
Employee Stock Option (right to buy) <u>(6)</u>	\$ 37.4067	01/03/2006	A	1,212	<u>(7)</u>	03/30/2012	CBS Class B common stock	1,	

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Employee Stock Option (right to buy) ⁽⁶⁾	\$ 37.8189	01/03/2006	A	387,696	⁽⁷⁾	05/22/2012	CBS Class B common stock	387
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 30.8849	01/03/2006	A	479,228	⁽⁷⁾	01/29/2013	CBS Class B common stock	479
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 29.6913	01/03/2006	A	1,835	04/01/2006	03/28/2013	CBS Class B common stock	1,
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 31.9529	01/03/2006	A	1,263,463	⁽⁷⁾	04/11/2013	CBS Class B common stock	1,26
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 31.7173	01/03/2006	A	509,375	⁽⁷⁾	01/28/2014	CBS Class B common stock	509
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 30.6337	01/03/2006	A	1,796	04/01/2007	03/31/2014	CBS Class B common stock	1,
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 27.8852	01/03/2006	A	636,719	⁽⁷⁾	07/01/2014	CBS Class B common stock	636
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 27.8852	01/03/2006	A	1,273,438	⁽⁹⁾	07/01/2014	CBS Class B common stock	1,27
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 28.9924	01/03/2006	A	258	⁽⁷⁾	03/31/2009	CBS Class B common stock	2
	\$ 41.0464	01/03/2006	A	426	⁽⁷⁾	04/01/2010		4

Employee Stock Option (right to buy) ⁽⁶⁾								CBS Class B common stock	
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 33.8965	01/03/2006	A	620	⁽⁷⁾	04/01/2011		CBS Class B common stock	6
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 37.4067	01/03/2006	A	588	⁽⁷⁾	03/30/2012		CBS Class B common stock	5
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 29.6913	01/03/2006	A	1,263		04/01/2006	03/28/2013	CBS Class B common stock	1,
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 30.6337	01/03/2006	A	1,305		04/01/2007	03/31/2014	CBS Class B common stock	1,
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 27.3826	01/03/2006	A	1,644		04/01/2008	03/31/2015	CBS Class B common stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOONVES LESLIE 51 WEST 52ND STREET NEW YORK, NY 10019	X		President & CEO	

Signatures

/s/ Moonves,
Leslie

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).

Acquired pursuant to a merger between CBS Corporation (formerly know as Viacom Inc.) and Viacom Merger Sub Inc. (the Merger), in which 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 New Viacom Corp. (New Viacom) Class B common stock with cash in lieu of any fractional shares of CBS Corporation Class

(1) B common stock and New Viacom 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 (CBS) 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.

(3) Phantom common stock units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the CBS Supplemental Employee Investment Fund. Each Phantom common stock unit is the economic equivalent of one share of CBS Corporation Class B common stock.

(4) In the Merger, each Viacom Class B Phantom Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Class B Phantom Common Stock Units and 0.5 New Viacom Class B Phantom Common Stock Units.

(5) Phantom common stock units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the Issuer's Excess 401(k) Plan for Designated Senior Executives. Each CBS Corporation Class A Phantom common stock unit is the economic equivalent of one share of CBS Corporation Class A common stock and each CBS Corporation Class B Phantom common stock unit is the economic equivalent of one share of CBS Corporation Class B common stock.

(6) Right to buy under Issuer's long term incentive plan.

(7) Current.

(8) 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 CBS Corporation Class B common stock determined by multiplying the number of outstanding stock options included in the grant before the Merger by 1.273438. The per share exercise price of the converted stock options was determined by dividing the pre-Merger exercise price by 1.273438.

(9) This option vests in four equal annual installments beginning on July 1, 2005.

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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