

COHEN WILLIAM S  
Form 4  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COHEN WILLIAM S

(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)

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

**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 control number.**

SEC 1474 (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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|  |                                    |                                      |  |                                |   |  |   |

Edgar Filing: COHEN WILLIAM S - Form 4

| Derivative Security                                 |                |            | or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title                    | Amount or Number of Shares |
|---|----------------|------------|---|-----------|------------------|-----------------|--------------------------|----------------------------|
|   |                |            | Code                                    | V (A) (D) |                  |                 |                          |                            |
| Director Stock Option (right to buy) <sup>(1)</sup> | \$ 34.615      | 01/03/2006 | A                                       | 12,734    | <sup>(2)</sup>   | 05/21/2013      | CBS Class B common stock | 12,734                     |
| Director Stock Option (right to buy) <sup>(1)</sup> | \$ 31.6467     | 01/03/2006 | A                                       | 5,093     | <sup>(4)</sup>   | 01/31/2014      | CBS Class B common stock | 5,093                      |
| Director Stock Option (right to buy) <sup>(1)</sup> | \$ 29.3222     | 01/03/2006 | A                                       | 5,093     | <sup>(5)</sup>   | 01/31/2015      | CBS Class B common stock | 5,093                      |
| Phantom Class A Common Stock Units                  | <sup>(6)</sup> | 12/31/2005 | A                                       | 1,386     | <sup>(6)</sup>   | <sup>(6)</sup>  | CBS Class A common stock | 1,386                      |
| Phantom Class B Common Stock Units                  | <sup>(6)</sup> | 12/31/2005 | A                                       | 1,398     | <sup>(6)</sup>   | <sup>(6)</sup>  | CBS Class B common stock | 1,398                      |
| Restricted Share Units <sup>(8)</sup>               | <sup>(9)</sup> | 01/03/2006 | A                                       | 1,990     | <sup>(9)</sup>   | <sup>(9)</sup>  | CBS Class B common stock | 1,990                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| COHEN WILLIAM S<br>51 WEST 52ND STREET<br>NEW YORK, NY 10019 | X             |           |         |       |

## Signatures

/s/ Cohen,  
William S.

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).

(1) Right to buy under Issuer's stock option plan for outside directors.

(2) Current.

Acquired pursuant to a merger between CBS Corporation (formerly know as Viacom Inc.) and Viacom Merger Sub Inc. (the Merger). 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. 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. Viacom Inc. changed its name to CBS Corporation upon completion of the Merger.

(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.

(6) Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash. Each Phantom Class A Common Stock Unit is the economic equivalent of one share of CBS Corporation Class A common stock and each Phantom Class B Common Stock Unit is the economic equivalent of one share of CBS Corporation Class B common stock.

(7) In the Merger, each Viacom Class A Phantom Common Stock Unit was deemed to be exchanged for 0.5 CBS Corporation Class A Phantom Common Stock Units and 0.5 New Viacom Class A Phantom Common Stock Units and 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. On January 3, 2006, the first business day following the effective time of 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 Issuer's 2005 RSU Plan for Outside Directors.

(9) The Restricted Share Units will vest May 26, 2006 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting, unless the Reporting Person has elected to defer settlement.

(10) 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 CBS Corporation Class B common stock determined by multiplying the number of restricted share units included in the grant before the Merger by 1.273438.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.