

REDSTONE SUMNER M
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 *
REDSTONE SUMNER M

2. Issuer Name and Ticker or Trading Symbol
New Viacom Corp. [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)
Chairman of the Board

NEW YORK, NY 10036

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | 12/31/2005 | | J(1) | 50 D 0 | | I | By Viacom Inc. (2) |
| Class B Common Stock | 12/31/2005 | | J(1) | 50 D 0 | | I | By Viacom Inc. (2) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REDSTONE SUMNER M 1515 BROADWAY NEW YORK, NY 10036 | X | X | Chairman of the Board | |
| NAIRI INC 200 ELM STREET DEDHAM, MA 02026 | X | X | | |
| NATIONAL AMUSEMENTS INC /MD/ 200 ELM STREET DEDHAM, MA 02026 | X | X | | |

Signatures

By: Michael D. Fricklas,
Attorney-in-Fact
01/04/2006
**Signature of Reporting Person Date

/s/ NAIRI, Inc.,
01/04/2006
**Signature of Reporting Person Date

/s/ National Amusements, Inc.,
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) All shares of the Issuer's Class A Common Stock and Class B Common Stock held indirectly by the Reporting Persons were canceled for no consideration in connection with the merger (the Merger) of Viacom Merger Sub Inc. with and into Viacom Inc. (Viacom), with Viacom as the surviving corporation of the Merger. On the date of the Merger, the Issuer changed its name from New Viacom Corp. to

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Viacom Inc., and beginning January 3, 2006, began regular way trading (VIA; VIA.B).

These securities are owned directly by Viacom Inc. (Viacom), but may also be deemed to be beneficially owned by (1) NAIRI, Inc.

- (2) (NAIRI), which owns approximately 71% of Viacom's voting stock, (2) NAIRI's parent corporation, National Amusements, Inc. (NAI) and (3) Sumner M. Redstone, who is the controlling stockholder of NAI.

Remarks:

* On the date of the transactions reported herein, the Issuer's two classes of securities, Class A Common Stock and Class B Co

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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