

SHEA MARTIN M  
Form 4  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
SHEA MARTIN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

51 WEST 52ND STREET

EVP, Investor Relations

(Street)

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 10019

(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			
				Code	V	Amount		
CBS Class B common stock	12/31/2005		A	678	A	678	I	By 401(k)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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
Class B Phantom Common Stock Units	<u>(2)</u>	12/31/2005		A		1,551		<u>(2)</u>	<u>(2)</u>	CBS Class B common stock	1,551
Employee Stock Option (right to buy) <u>(4)</u>	\$ 24	01/03/2006		A		38,203		<u>(5)</u>	08/20/2008	CBS Class B common stock	38,203
Employee Stock Option (right to buy) <u>(4)</u>	\$ 32.9326	01/03/2006		A		50,937		<u>(5)</u>	08/01/2009	CBS Class B common stock	50,937
Employee Stock Option (right to buy) <u>(4)</u>	\$ 54.9694	01/03/2006		A		19,101		<u>(5)</u>	08/01/2010	CBS Class B common stock	19,101
Employee Stock Option (right to buy) <u>(4)</u>	\$ 43.3473	01/03/2006		A		44,570		<u>(5)</u>	01/31/2011	CBS Class B common stock	44,570
Employee Stock Option (right to buy) <u>(4)</u>	\$ 31.0184	01/03/2006		A		50,937		<u>(5)</u>	01/30/2012	CBS Class B common stock	50,937
Employee Stock Option (right to buy) <u>(4)</u>	\$ 29.3537	01/03/2006		A		42,420		<u>(7)</u>	01/26/2013	CBS Class B common stock	42,420
Employee Stock Option (right to buy) <u>(4)</u>	\$ 30.8849	01/03/2006		A		57,304		<u>(5)</u>	01/29/2013	CBS Class B common stock	57,304



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- 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.
- (6)
- (7) These options vest in four equal annual installments beginning on January 26, 2006.
- Each Restricted Share Unit was the economic equivalent of one share of Viacom Class B common stock. The Restricted Share Units will vest in four equal annual installments beginning on January 26, 2006 and will be settled by delivery of a corresponding number of shares upon vesting, as described in the following footnote.
- (8)
- 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.
- (9)

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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