Viacom Inc. Form 4 February 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PHILLIPS JR CHARLES E

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

Viacom Inc. [VIA, VIAB]

(Check all applicable)

Officer (give title

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director

10% Owner _ Other (specify

> 7. Nature of Indirect Beneficial Ownership (Instr. 4)

1515 BROADWAY

(Month/Day/Year) 01/31/2012

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)

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

NEW YORK, NY 10036

2 Transaction Date 2A Deemed

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.11tie oi	2. Transaction Date	za. Deemed	3.	4. Securi	ues		5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	l (A) o	r	Securities	Form: Direct	
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	
					Following	(Instr. 4)			
					(A) or		Reported Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilisti. 3 and 4)		
Class B Common Stock	01/31/2012		M	1,685 (1)	A	(1)	12,666	D	
Class B Common Stock	01/31/2012		A	32 (2)	A	(2)	12,698	D	

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)

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 on Derivative Securities Acquired Disposed (Instr. 3, 5)	ve s l (A) or l of (D)	6. Date Exercisab Expiration Date (Month/Day/Year	piration Date		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha	
Director Stock Option (Right to Buy) (3)	\$ 47.04	01/31/2012		A	4,940		<u>(4)</u>	01/31/2022	Class B Common Stock	4,	
Restricted Share Units (5)	<u>(6)</u>	01/31/2012		A	1,488		01/31/2013(6)	<u>(6)</u>	Class B Common Stock	1,	
Restricted Share Units (5)	<u>(1)</u>	01/31/2012		M		1,685	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer Other				
PHILLIPS JR CHARLES E							
1515 BROADWAY	X						
NEW YORK, NY 10036							

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Charles E. Phillips, Jr. 02/02/2012

**Signature of Reporting Person

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).
- Represents vesting of previously granted Restricted Share Units ("RSUs"), the settlement of which the Reporting Person has elected to defer. On the date of vesting, the closing price of the Issuer's Class B common stock on The NASDAQ Global Select Market was \$47.04 per share.

Date

(2) Represents shares of the Issuer's Class B common stock resulting from dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B common stock, the receipt of which the Reporting Person has elected to defer.

Reporting Owners 2

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- (3) Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
- (4) The Stock Options will vest annually in three equal installments beginning on January 31, 2013.
- (5) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors for no consideration.
- (6) The RSUs will vest on January 31, 2013 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.

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.