

Viacom Inc.
Form 4
February 03, 2015

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 *
Kraft Robert K

(Last) (First) (Middle)
1515 BROADWAY
(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2015

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 (Instr. 4)		
			Code	V	Amount (A) or (D) Price				
Class B Common Stock	01/31/2015		M		2,132 ⁽¹⁾	A	<u>(1)</u> 17,617	D	
Class B Common Stock	01/31/2015		A		42 ⁽²⁾	A	<u>(2)</u> 17,659	D	
Class B Common Stock							63,325	I	By KPC US Equity LLC ⁽³⁾

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Share Units ⁽⁴⁾	<u>(5)</u>	01/31/2015		A	2,716	<u>(5)</u> / <u>(5)</u>	Class B Common Stock	2,716
Restricted Share Units ⁽⁴⁾	<u>(1)</u>	01/31/2015		M	2,132	<u>(1)</u> / <u>(1)</u>	Class B Common Stock	2,132

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kraft Robert K 1515 BROADWAY NEW YORK, NY 10036		X		

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Robert K. Kraft
Date: 02/03/2015

__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).
These shares were issued on January 31, 2015 upon the vesting of Restricted Share Units ("RSUs") that were granted on January 31, 2014. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$64.42 per share.
- (2) These shares were issued in respect of dividend equivalents that accrued on the RSUs prior to vesting and that were reinvested in Class B Common Stock upon vesting.

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- (3) Shares are owned directly by KPC US Equity LLC, which is under the sole control of the director, and may be deemed to be beneficially owned by the director.
- (4) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of November 13, 2013, as further amended by Amendment No. 1, effective as of January 16, 2014, for no consideration.
- (5) These Restricted Share Units will vest on January 31, 2016 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.

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.