## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| TATEMENT | <b>OF CHANGES</b> | IN BENEFICIAL | <b>OWNERSHIP</b> |
|----------|-------------------|---------------|------------------|

|   | 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>ABRAMS GEORGE S</u>                                  |                                       |  |  |                  |          | 2. Issuer Name and Ticker or Trading Symbol Viacom Inc. [ VIA, VIAB ] |                |   |   |                   |                              |                            |   | eck all applic   | ionship of Reporting<br>all applicable)<br>Director                          |  | g Person(s) to Issuer<br>10% Owne                                 |  |
|--|---------------------------------------|--|--|------------------|----------|---|----------------|---|---|-------------------|------------------------------|----------------------------|---|--|--|--|---|--|
| (Last)<br>1515 BR  | (Last) (First) (Middle) 1515 BROADWAY |  |  |                  |          | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2012           |                |   |   |                   |                              |                            |   | Officer<br>below)  | (give title  |  | other (s<br>elow)   | pecify   |
| (Street)  NEW YO   |                                       | ΙΥ   | 10036  |                  | 4.       | 4. If Amendment, Date of Original Filed (Month/Day/Year)              |                |   |   |                   |                              |                            | Line  | individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |   |  |
| (City)   | (S                                    | State)                                     | (Zip)  |                  | <u> </u> |   |                |   |   |                   |                              |                            | <u> </u>  |  |  |  |   |  |
| Date   |                                       |  | 2. Tran<br>Date                                    | vative Sosaction |          | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)           |                | 3.<br>Transa<br>Code (                                    | 3. Transaction Code (Instr.                           |                   | es Acquired<br>Of (D) (Instr | l (A) or                   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported |  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)            |  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |                                       |  |  |                  |          |   |                |   |   | v                 | Amount                       | (A) or<br>(D)              |   |  |  |  |   | Price  |
| Class B Common Stock   |                                       |  | 01/3   | 01/31/2012       |          |   |                | М   |   | 1,685(1           | .) <b>A</b>                  | (1)                        | 28,   | 28,044   |  |  |   |  |
| Class B Common Stock   |                                       |  | 01/3   | 01/31/2012       |          |   |                | A   |   | 32(2)             | A                            | (2)                        | 28,   | 28,076   |  |  |   |  |
| Class B Common Stock   |                                       |  |  |                  |          |   |                |   |   |                   |                              |                            | 10  | 00   | I  |  | rustee <sup>(3)</sup>   |  |
|  |                                       |  | Table II -   |                  |          |   |                |   |   |                   | osed of,<br>convertib        |                            |   | Owned  |  | ,  |   |  |
| 1. Title of Derivative Security (Instr. 3)  2. Conversio or Exercis Price of Derivative Security |                                       | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution D<br>if any<br>(Month/Day/ | ate,             | Code (In |   | ion Derivative |   | 6. Date Exercisa<br>Expiration Date<br>(Month/Day/Yea |                   | Amount of                    |                            | f<br>g<br>Security  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)  | 9. Number derivative Securities Beneficia Owned Following Reported Transacti | e Own<br>s Form<br>Dire<br>or In<br>(I) (I | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |                                       |  |  |                  | Code     | V   | / (A) (D       |   | Date<br>Exercisal                                     | ole               | Expiration<br>Date           | Title                      | Amount<br>or<br>Number<br>of<br>Shares                                    |  | (Instr. 4)   | On(3)                                      |   |  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) <sup>(4)</sup>                                  | \$47.04                               | 01/31/2012                                 |  |                  | A        |   | 4,940          | 4,940 (5) 01/31/2022 Class B Common Stock 4,940 (4) 4,940 |   |                   | D                            |                            |   |  |  |  |   |  |
| Restricted<br>Share<br>Units <sup>(6)</sup>  | (7)                                   | 01/31/2012                                 |  |                  | A        |   | 1,488          |   | 01/31/201   | .3 <sup>(7)</sup> | (7)                          | Class B<br>Common<br>Stock | 1,488   | (6)  | 1,488  | 3 D  |   |  |
| Restricted<br>Share  | (1)                                   | 01/31/2012                                 |  |                  | M        |   |                | 1,685   | (1)   |                   | (1)                          | Class B<br>Common          | 1,685   | (6)  | 0  |  | D   |  |

## ${\bf Explanation\ of\ Responses:}$

- 1. Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2012 upon vesting of previously granted Restricted Share Units ("RSUs"). 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.
- 2. Represents shares of the Issuer's Class B common stock issued to the Reporting Person in respect of dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B common stock.
- 3. The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- 4. Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
- $5. \ The \ Stock \ Options \ will \ vest \ annually \ in \ three \ equal \ installments \ beginning \ on \ January \ 31, \ 2013.$
- 6. Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors for no consideration.
- 7. 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.

## Remarks:

/s/ Michael D. Fricklas, Attorney-in-Fact for George S. 02/02/2012 Abrams

\*\* Signature of Reporting Person Date

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

- \* 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).

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

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 Number.