

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>PHILLIPS JR CHARLES E</u> (Last) (First) (Middle) <u>1515 BROADWAY</u> (Street) <u>NEW YORK NY 10036</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Viacom Inc. [VIA, VIAB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	02/01/2013		M		7,928	A	\$43.3022	22,140	D	
Class B Common Stock	02/01/2013		M		3,171	A	\$47.0988	25,311	D	
Class B Common Stock	02/01/2013		M		3,171	A	\$41.48	28,482	D	
Class B Common Stock	02/01/2013		M		3,171	A	\$40.67	31,653	D	
Class B Common Stock	02/01/2013		M		3,171	A	\$38.7	34,824	D	
Class B Common Stock	02/01/2013		M		3,171	A	\$14.75	37,995	D	
Class B Common Stock	02/01/2013		M		3,171	A	\$29.14	41,166	D	
Class B Common Stock	02/01/2013		M		3,721	A	\$41.55	44,887	D	
Class B Common Stock	02/01/2013		M		1,646	A	\$47.04	46,533	D	
Class B Common Stock	02/01/2013		S		32,321	D	\$60.371 ⁽¹⁾	14,212	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (Right to Buy) ⁽²⁾	\$43.3022	02/01/2013		M			7,928	(3)	10/13/2014	Class B Common Stock	7,928	(2)	0	D	
Director Stock Option (Right to Buy) ⁽²⁾	\$47.0988	02/01/2013		M			3,171	(3)	01/31/2015	Class B Common Stock	3,171	(2)	0	D	
Director Stock Option (Right to Buy) ⁽²⁾	\$41.48	02/01/2013		M			3,171	(3)	01/31/2016	Class B Common Stock	3,171	(2)	0	D	
Director Stock Option (Right to Buy) ⁽²⁾	\$40.67	02/01/2013		M			3,171	(3)	01/31/2017	Class B Common Stock	3,171	(2)	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (Right to Buy) ⁽²⁾	\$38.7	02/01/2013		M			3,171	(3)	01/31/2018	Class B Common Stock	3,171	(2)	0	D	
Director Stock Option (Right to Buy) ⁽²⁾	\$14.75	02/01/2013		M			3,171	(3)	01/31/2019	Class B Common Stock	3,171	(2)	0	D	
Director Stock Option (Right to Buy) ⁽²⁾	\$29.14	02/01/2013		M			3,171	(3)	01/31/2020	Class B Common Stock	3,171	(2)	0	D	
Director Stock Option (Right to Buy) ⁽⁴⁾	\$41.55	02/01/2013		M			3,721	(3)	01/31/2021	Class B Common Stock	3,721	(4)	1,861	D	
Director Stock Option (Right to Buy) ⁽⁴⁾	\$47.04	02/01/2013		M			1,646	(3)	01/31/2022	Class B Common Stock	1,646	(4)	3,294	D	

Explanation of Responses:

- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.29 to \$60.445, inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
- Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- Current.
- Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.

Remarks:

/s/ Michael D. Fricklas,
 Attorney-in-Fact for Charles E. 02/05/2013
 Phillips, Jr.

** 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.

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