| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 APPR | OVAL |
|----------------------|-----------|
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| 1. Name and Addre Kraft Robert | 1 6 | Person [*] | | er Name and Ticke <u>om Inc.</u> [VIA | 0 | ymbol | | tionship of Reportir all applicable) Director | ng Person(s) to l 10% (| |
|---|----------------|---------------------|------------------|--|---|---------------------|------------|---|----------------------------|---------------|
| (Last) 1515 BROADW | (First) VAY | (Middle) | 3. Date 10/01 | e of Earliest Transac /2014 | ction (Month/E | Day/Year) | | Officer (give title below) | Other below | (specify) |
| | | | 4. If An | nendment, Date of | Original Filed | (Month/Day/Year) | | idual or Joint/Grou | o Filing (Check A | pplicable |
| (Street) NEW YORK | NY | 10036 | | | | | Line) X | Form filed by On Form filed by Mo Person | | |
| (City) | (State) | (Zip) | | | | | | Person | | |
| | | Table I - Nor | n-Derivative S | ecurities Acqu | uired, Disp | oosed of, or Benefi | cially | Owned | | |
| 1. Title of Security (Instr. 3) 2. Tran | | | | 2A. Deemed | I 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownershi | | | | | 7. Nature |

| tle of Security (Instr. 3) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (I 8) | | 4. Securities A Disposed Of (5) | | | Securities Beneficially | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |

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. Transa Code (8) | | of | iired r osed) 7. 3, 4 | Expiration Date (Month/Day/Year) d d | | n Date Amount of | | nount of ccurities nderlying erivative Security erivative Security | | 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 | | | | |
| Restricted Share Units | (1) | 10/01/2014 | | A | | 436 | | (1) | (1) | Class B Common Stock | 436 | (1) | 24,101 | D | |

Explanation of Responses:

1. The Reporting Person has elected to defer payment of director retainer fees and related interest thereon pursuant to the Viacom Inc. Deferred Compensation Plan for Outside Directors, as amended and restated as of November 13, 2013. Deferred amounts (including cash dividends and interest credited during the previous quarter) are invested quarterly in a number of vested Restricted Share Units ("RSUs") that the deferred amounts would have purchased on the day the amounts are invested. The RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Class B Common Stock.

Remarks:

<u>/s/ Michael D. Fricklas,</u> <u>Attorney-in-Fact for Robert K.</u> <u>10/03/2014</u> <u>Kraft</u>

** 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.