SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 DAUMAN PI	s of Reporting Person [*]	ĸ	2. Issuer Name and Ticker or Trading Symbol <u>Viacom Inc.</u> [VIA, VIAB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner		
(Last) (First)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)		
1515 BROADWAY			11/09/2011	President and CEO				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	dual or Joint/Group Filing (C	heck Applicable		
NEW YORK	NY	10036		X	Form filed by One Reportin	ng Person		
(City)	(State)	(Zip)			Form filed by More than Or Person	ne Reporting		

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	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)		(1130.4)
Class B Common Stock	11/09/2011		М		187,500	Α	(1)	627,777	D	
Class B Common Stock	11/09/2011		A		125,000	Α	(1)	752,777	D	
Class B Common Stock	11/09/2011		F ⁽²⁾		159,281	D	\$40.3	593,496	D	
Class B Common Stock								897	Ι	By 401(k)

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)	Code (5. Number of Derivative Securities Acquired (A) of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	ate	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)	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		(Instr. 4)		
Performance Restricted Share Units ⁽¹⁾	(1)	11/09/2011		М			187,500	(1)	(1)	Class B Common Stock	187,500	(3)	562,500	D	

Explanation of Responses:

1. Shares of the Issuer's Class B common stock were issued to the Reporting Person as follows: (i) 187,500 shares were issued upon the vesting of the first of four equal annual installments of the minimum number of shares to be received of previously granted Performance Restricted Share Units (the "PRSUs") and (ii) an additional 125,000 shares were issued upon the certification by the Compensation Committee of the Issuer's Board of Directors on November 9, 2011 of the vesting of additional PRSUs based on the attainment of specified performance criteria for the Issuer's fiscal year 2011. The PRSUs were granted to the Reporting Person for no consideration on April 14, 2010. On November 9, 2011, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$40.30 per share.

2. Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PRSUs.

3. Granted under the LTMIP for no consideration.

Remarks:

<u>/s/ Michael D. Fricklas,</u> <u>Atorney-in-Fact for Philippe P.</u> <u>Dauman</u>

** Signature of Reporting Person Date

11/14/2011

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.