

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>DOOLEY THOMAS 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">SEVP, COO</p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2014</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 <input type="checkbox"/> 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	11/12/2014		M		150,000	A	(1)	793,147 ⁽²⁾	D	
Class B Common Stock	11/12/2014		A		74,960	A	(1)	868,107	D	
Class B Common Stock	11/12/2014		F ⁽³⁾		125,572	D	\$69.25	742,535	D	
Class B Common Stock								291,000	I	By 2014 GRAT ⁽⁴⁾
Class B Common Stock								970	I	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)	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				
Performance Restricted Share Units ⁽¹⁾	(1)	11/12/2014		M			150,000	(1)	(1)	Class B Common Stock	150,000	(5)	0	D	

Explanation of Responses:

- Shares of the Issuer's Class B Common Stock were issued to the Reporting Person as follows: (i) 150,000 shares were issued upon the vesting of the last 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 74,960 shares were issued upon the certification by the Compensation Committee of the Issuer's Board of Directors on November 12, 2014 of the vesting of additional PRsUs based on the attainment of specified performance criteria for the Issuer's fiscal year 2014. The PRsUs were granted to the Reporting Person for no consideration on May 27, 2010. On November 12, 2014, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$69.25 per share.
- Includes 206,200 shares that were previously reported as indirectly held by the Reporting Person's grantor retained annuity trust ("GRAT") formed July 31, 2013. Excludes 291,000 shares that were previously reported as directly held by the Reporting Person, which have been transferred to the Reporting Person's GRAT formed June 13, 2014 (see footnote 4).
- Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of December 2, 2008 (the "LTMIp"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PRsUs.
- These shares, which were previously reported as directly held, have been contributed by the Reporting Person to his GRAT formed June 13, 2014.
- Granted under the LTMIp for no consideration.

Remarks:

/s/ Thomas E. Dooley 11/14/2014

** 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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