

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 | |
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|---|-----------|--------------|---|--|---|--|
| 1. Name and Address of Reporting Person* <u>Kraft Robert K</u> | | | 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) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2015</u> | | 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 | |
| <u>1515 BROADWAY</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) | (City) | (State) | (Zip) | | | |
| <u>NEW YORK</u> | <u>NY</u> | <u>10036</u> | | | | |

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 | 02/13/2015 | | M | | 7,928 | A | \$41.59 | 25,587 | D | |
| Class B Common Stock | 02/13/2015 | | M | | 3,171 | A | \$41.48 | 28,758 | D | |
| Class B Common Stock | 02/13/2015 | | M | | 3,171 | A | \$40.67 | 31,929 | D | |
| Class B Common Stock | 02/13/2015 | | M | | 3,171 | A | \$38.7 | 35,100 | D | |
| Class B Common Stock | 02/13/2015 | | M | | 3,171 | A | \$14.75 | 38,271 | D | |
| Class B Common Stock | 02/13/2015 | | M | | 3,171 | A | \$29.14 | 41,442 | D | |
| Class B Common Stock | 02/13/2015 | | M | | 5,582 | A | \$41.55 | 47,024 | D | |
| Class B Common Stock | 02/13/2015 | | M | | 4,940 | A | \$47.04 | 51,964 | D | |
| Class B Common Stock | 02/13/2015 | | S | | 34,305 | D | \$68.7433 ⁽¹⁾ | 17,659 | D | |
| Class B Common Stock | | | | | | | | 63,325 | I | By KPC US Equity LLC ⁽²⁾ |

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) ⁽³⁾ | \$41.59 | 02/13/2015 | | M | | | 7,928 | (4) | 01/03/2016 | Class B Common Stock | 7,928 | (3) | 0 | D | |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$41.48 | 02/13/2015 | | M | | | 3,171 | (4) | 01/31/2016 | Class B Common Stock | 3,171 | (3) | 0 | D | |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$40.67 | 02/13/2015 | | M | | | 3,171 | (4) | 01/31/2017 | Class B Common Stock | 3,171 | (3) | 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 |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$38.7 | 02/13/2015 | | M | | | 3,171 | (4) | 01/31/2018 | Class B Common Stock | 3,171 | (3) | 0 | D | |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$14.75 | 02/13/2015 | | M | | | 3,171 | (4) | 01/31/2019 | Class B Common Stock | 3,171 | (3) | 0 | D | |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$29.14 | 02/13/2015 | | M | | | 3,171 | (4) | 01/31/2020 | Class B Common Stock | 3,171 | (3) | 0 | D | |
| Director Stock Option (Right to Buy) ⁽⁵⁾ | \$41.55 | 02/13/2015 | | M | | | 5,582 | (4) | 01/31/2021 | Class B Common Stock | 5,582 | (5) | 0 | D | |
| Director Stock Option (Right to Buy) ⁽⁵⁾ | \$47.04 | 02/13/2015 | | M | | | 4,940 | (4) | 01/31/2022 | Class B Common Stock | 4,940 | (5) | 0 | D | |

Explanation of Responses:

- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$68.64 to \$68.88, inclusive. The director 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.
- Shares are owned directly by KPC US Equity LLC, which is under the sole control of the director, and may be deemed to be beneficially owned by the director.
- 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 Robert K. Kraft, 02/18/2015
 Kraft

** 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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