

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>FOLTA CARL D</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Corporate Communications</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/13/2011		M		15,217	A	\$35.26	28,088	D	
Class B Common Stock	05/13/2011		M		22,152	A	\$36.78	50,240	D	
Class B Common Stock	05/13/2011		M		21,498	A	\$43.86	71,738	D	
Class B Common Stock	05/13/2011		S		58,867	D	\$49.7557 ⁽¹⁾	12,871	D	
Class B Common Stock								1,226	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
Employee Stock Option (Right to Buy) ⁽²⁾	\$36.78	05/13/2011		M			22,152	(3)	05/24/2014	Class B Common Stock	22,152	(4)	0	D	
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$43.86	05/13/2011		M			21,498	(3)	05/29/2015	Class B Common Stock	21,498	(6)	7,167	D	
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$35.26	05/13/2011		M			15,217	(3)	06/04/2016	Class B Common Stock	15,217	(6)	15,217	D	

Explanation of Responses:

- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.69 to \$49.79, 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.
- Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- Current.
- Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.
- Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of April 12, 2007.
- Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of April 12, 2007, for no consideration.

Remarks:

/s/ Carl D. Folta

05/17/2011

** 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.

