## 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
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1. Name and Addres <u>MCGARVIE</u>	ss of Reporting Persor BLYTHE J	<mark>،</mark> ۱	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Viacom Inc.</u> [ VIA, VIAB ]		tionship of Reporting Persor all applicable) Director	n(s) to Issuer 10% Owner	
(Last) 1515 BROADW	(First) AY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2014		Officer (give title below)	Other (specify below)	
(Street) NEW YORK	NY	10036	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing (Check Applicabl Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)			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)	Code (Instr.		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)		(1150. 4)
Class B Common Stock	01/31/2014		М		2,486 <sup>(1)</sup>	Α	(1)	6,145	D	
Class B Common Stock	01/31/2014		Α		35 <sup>(2)</sup>	Α	(2)	6,180	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. Transa Code ( 8)			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	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		Transaction(s) (Instr. 4)		
Restricted Share Units <sup>(3)</sup>	(4)	01/31/2014		Α		2,132		(4)	(4)	Class B Common Stock	2,132	(3)	2,132	D	
Restricted Share Units <sup>(5)</sup>	(1)	01/31/2014		М			2,486	(1)	(1)	Class B Common Stock	2,486	(5)	0	D	

#### Explanation of Responses:

1. Shares of the Issuer's Class B Common Stock were issued to the Reporting Person on January 31, 2014 upon vesting of previously granted Restricted Share Units ("RSUs"). On the date of vesting, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$82.10 per share.

2. Represents shares of the Issuer's Class B Common Stock issued to the Reporting Person in respect of dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B Common Stock.

3. Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated on November 13, 2013, for no consideration.

4. The Restricted Share Units will vest on January 31, 2015 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting, unless the Reporting Person has elected to defer settlement.

5. Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended on January 17, 2013, for no consideration.

**Remarks:** 

/s/ Michael D. Fricklas,

**McGarvie** 

02/04/2014

\*\* Signature of Reporting Person Date

Attorney-in-Fact for Blythe J.

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.