

**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>			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) <b>SEVP, COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2011</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)	<u>NEW YORK</u>	<u>NY</u>	<u>10036</u>	(City)				

**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	11/09/2011		M		150,000	A	(1)	350,856 <sup>(2)</sup>	D		
Class B Common Stock	11/09/2011		A		100,000	A	(1)	450,856	D		
Class B Common Stock	11/09/2011		F <sup>(3)</sup>		127,425	D	\$40.3	323,431	D		
Class B Common Stock								920	I	By 401(k)	
Class B Common Stock								84,906 <sup>(4)</sup>	I	By GRAT	
Class B Common Stock								80,230 <sup>(4)</sup>	I	By 2011 GRAT	

**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
Performance Restricted Share Units <sup>(1)</sup>	(1)	11/09/2011		M			150,000	(1)	(1)	Class B Common Stock	150,000	(5)	450,000	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 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 100,000 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 May 27, 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.
- Includes 98,041 shares that were previously reported as indirectly held by the Reporting Person's grantor retained annuity trust formed May 25, 2010 (the "GRAT").
- 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.
- On May 26, 2011, 80,230 shares were distributed by the Reporting Person's GRAT to the Reporting Person in satisfaction of a mandatory annuity payment pursuant to the terms of the GRAT. These shares were subsequently contributed by the Reporting Person to a new grantor retained annuity trust formed on May 26, 2011 (the "2011 GRAT").
- Granted under the LTMIP for no consideration.

**Remarks:**

/s/ Thomas E. Dooley

11/14/2011

\*\* 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.

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