П

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 | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | | |

| 1. Name and Address of Reporting Person [*] REDSTONE SHARI | | | 2. Issuer Name and Ticker or Trading Symbol <u>Viacom Inc.</u> [VIA, VIAB] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---------------|----------|--|---|---|-----------------------------------|--|--|--|
| <u>REDSTONE SHARI</u> | | | | X | Director | 10% Owner | | | |
| (Last) (First) (Middle) 1515 BROADWAY | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2011 | X | Officer (give title below) Vice Chair of the | Other (specify below) Board | | | |
| (Street) NEW YORK | YORK NY 10036 | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | dual or Joint/Group Filing (Check Applicable 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) | Date Execution D (Month/Day/Year) if any | | ecution Date, Transaction | | | | | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|---|--|---------------------------|---|--------|------------------|--|------------------------------------|---|---|
| | | | Code | v | Amount | (A) or Price Rep | | Transaction(s) (Instr. 3 and 4) | | (|

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) | | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5 | rative rities ired r osed) . 3, 4 | 6. Date Exerc Expiration Da (Month/Day/M | ate | 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 | | | | |
| Class A Phantom Common Stock Units | (1) | 01/01/2011 | | A | | 593 | | (1) | (1) | Class A Common Stock | 593 | \$45.86 | 15,391 | D | |
| Class B Phantom Common Stock Units | (1) | 01/01/2011 | | A | | 686 | | (1) | (1) | Class B Common Stock | 686 | \$39.61 | 16,089 | D | |

Explanation of Responses:

1. The Reporting Person has elected to defer payment of director retainer and meeting fees and related interest thereon pursuant to the Viacom Inc. Deferred Compensation Plan for Outside Directors. Deferred amounts (including cash dividends and interest credited during the previous quarter) are deemed invested quarterly in a number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such deferred amounts, if invested as equally as possible in the Class A and Class B Common Stock, would have purchased on the day the amounts are deemed invested. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.

Remarks:

<u>/s/ Michael D. Fricklas,</u>

<u>Attorney-in-Fact for Shari</u> <u>Redstone</u> 01/04/2011

** 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.

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.