### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	.C. 20549
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OMB APP	ROVAL
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0287 DMB Number: Estimated average burden hours per response: 0.5

#### 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

Name and Address of Reporting Person*     SCHWARTZ WILLIAM					2. Issuer Name <b>and</b> Ticker or Trading Symbol Viacom Inc. [ VIA, VIAB ]								Relationship eck all appli X Directo	cable)	g Perso	son(s) to Issuer		
(Last) 1515 BR	(F OADWAY	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2016									(give title		Other (s below)	pecify
(Street)  NEW Y(			10036 (Zip)		4.	If Am	nendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tal	ole I - No	n-Deri	ivativ	e Se	curitie	es Acc	quired,	Dis	posed o	f, or Be	neficial	y Owned				
Dat			Date	Transaction ate Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			Benefici Owned F	es ally Following	Form:	Direct Indirect I	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) o	Price	Reported Transact (Instr. 3	ion(s)			(Instr. 4)
Class B Common Stock				01/3	31/2016				М		2,716(	16 <sup>(1)</sup> A		36	36,287		D	
Class B Common Stock			01/3	31/201	1/2016			A		91(2)	A	(2)	36	,378		D		
		,	Table II -								osed of, onvertil			Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	e (Month/Day/Year)	3A. Deeme Execution I if any (Month/Day	Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative		6. Date Exercis Expiration Date (Month/Day/Ye		е	7. Title and Amount of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)			
Restricted Share Units <sup>(3)</sup>	(4)	01/31/2016			A		3,834		(4)		(4)	Class B Common Stock	3,834	(3)	3,834		D	
Restricted Share Units <sup>(5)</sup>	(1)	01/31/2016			М			2,716	(1)		(1)	Class B Common Stock	2,716	(5)	0		D	

# **Explanation of Responses:**

- 1. These shares represent Restricted Share Units ("RSUs") that were granted on January 31, 2015 and that vested on January 31, 2016, but which have not been received because the director elected to defer receipt. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$45.64 per share.
- 2. These shares reflect dividend equivalents that accrued on the RSUs prior to vesting and that were reinvested in Class B common stock upon vesting, but which have not been received because the director elected to defer receipt.
- 3. Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of January 1, 2016, for no consideration.
- 4. These RSUs will vest on January 31, 2017 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.
- 5. Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of November 13, 2013, as further amended by Amendment No. 1, effective as of January 16, 2014, for no

### Remarks:

/s/ Michael D. Fricklas,

Attorney-in-Fact for William 02/02/2016

**Schwartz** 

\*\* 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.