

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>REDSTONE SUMNER M</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/13/2011</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	01/13/2011		A		86,394	A	(1)	87,690	D	
Class B Common Stock	01/13/2011		F(2)		41,277	D	\$41.27	46,413	D	
Class B Common Stock	01/05/2011		G	V	319,500	D	(3)	28,500	I	By NAI(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. Transaction Code (Instr. 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 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)					

1. Name and Address of Reporting Person*
REDSTONE SUMNER M
 (Last) (First) (Middle)
1515 BROADWAY
 (Street)
NEW YORK NY 10036
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
NATIONAL AMUSEMENTS INC /MD/
 (Last) (First) (Middle)
846 UNIVERSITY AVENUE
 (Street)
NORWOOD MA 02062-2631
 (City) (State) (Zip)

Explanation of Responses:

1. Shares of the Issuer's Class B common stock were issued to the Reporting Person upon certification by the Compensation Committee of the Issuer's Board of Directors on January 13, 2011 of the vesting of previously granted Performance Share Units ("PSUs") based on the attainment of specified performance criteria for the period January 1, 2008 through December 31, 2010. The PSUs were granted to the Reporting Person for no consideration on January 1, 2008. On January 13, 2011, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.27 per share.

2. Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated January 1, 2011 (the "LTMIIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PSUs.

3. Bona fide gift by the Reporting Person for no consideration.

4. These securities are owned directly by National Amusements, Inc. (NAI) and may also be deemed to be beneficially owned by Sumner M. Redstone, who is the controlling stockholder of NAI.

Remarks:

/s/ Michael D. Fricklas,
Attorney-in-Fact for Sumner 01/18/2011
M. Redstone

/s/ Tad Jankowski, Vice
President 01/18/2011

** 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.