

**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) Other (specify below) <u>Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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)	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 A Common Stock	05/14/2012		C		258,350	D	(1)	26,277,971	I	By NAI(2)
Class A Common Stock								40	D	
Class A Common Stock								14,329,561	I	By NAI EH(3)
Class B Common Stock	05/14/2012		C		258,350	A	(1)	258,350	I	By NAI(2)
Class B Common Stock	05/14/2012		G	V	258,350	D	(4)	0	I	By NAI(2)
Class B Common Stock								228,442	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. 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					

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)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Shares of Class A Common Stock were converted to shares of Class B Common Stock on a one-to-one basis for no consideration pursuant to the terms of the Class A Common Stock under the Issuer's Amended and Restated Certificate of Incorporation.
2. 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.
3. These securities are owned directly by NAI Entertainment Holdings LLC (NAI EH), a wholly-owned subsidiary of NAI, and may also be deemed to be beneficially owned by NAI and Sumner M. Redstone, who is the controlling stockholder of NAI.
4. Bona fide gifts by NAI to charitable foundations for no consideration.

**Remarks:**

[/s/ Michael D. Fricklas,](#)  
[Attorney-in-Fact for Sumner](#)      [05/16/2012](#)  
[M. Redstone](#)

[/s/ Tad Jankowski, Vice](#)  
[President](#)                                      [05/16/2012](#)

\*\* 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.**