

**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*<br><u>Gill Charest Katherine</u><br><br>(Last) (First) (Middle)<br>1515 BROADWAY<br><br>(Street)<br>NEW YORK NY 10036<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Viacom Inc. [ VIA, VIAB ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP, Controller</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/22/2015                  |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 B Common Stock            | 05/22/2015                           |  | M                              |   | 647   | A          | (1)    | 12,501  | D  |   |
| Class B Common Stock            | 05/22/2015                           |  | F                              |   | 239 <sup>(2)</sup>  | D          | \$66.8 | 12,262  | D  |   |
| Class B Common Stock            | 05/23/2015                           |  | M                              |   | 911   | A          | (3)    | 13,173  | D  |   |
| Class B Common Stock            | 05/23/2015                           |  | F                              |   | 336 <sup>(2)</sup>  | D          | \$66.8 | 12,837  | D  |   |
| Class B Common Stock            | 05/25/2015                           |  | M                              |   | 751   | A          | (4)    | 13,588  | D  |   |
| Class B Common Stock            | 05/25/2015                           |  | F                              |   | 277 <sup>(2)</sup>  | D          | \$66.8 | 13,311  | D  |   |
| Class B Common Stock            |                                      |  |                                |   |   |            |        | 522   | I  | By 401(k)   |

**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 |   |  |  |   |  | Amount or Number of Shares |
| Restricted Share Units <sup>(5)</sup>      | (1)  | 05/22/2015                           |  | M                              |   |  | 647 | (1)  | (1)             | Class B Common Stock  | 647  | (5)  | 1,294   | D  |                            |
| Restricted Share Units <sup>(5)</sup>      | (3)  | 05/23/2015                           |  | M                              |   |  | 911 | (3)  | (3)             | Class B Common Stock  | 911  | (5)  | 912   | D  |                            |
| Restricted Share Units <sup>(5)</sup>      | (4)  | 05/25/2015                           |  | M                              |   |  | 751 | (4)  | (4)             | Class B Common Stock  | 751  | (5)  | 0   | D  |                            |

**Explanation of Responses:**

- These shares were issued on May 22, 2015 upon vesting of the second of four equal annual installments of Restricted Share Units ("RSUs") that were granted on May 22, 2013. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.
- These shares were withheld by Viacom to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.
- These shares were issued on May 23, 2015 upon vesting of the third of four equal annual installments of RSUs that were granted on May 23, 2012. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.
- These shares were issued on May 25, 2015 upon vesting of the last of four equal annual installments of RSUs that were granted on May 25, 2011. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.
- Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, for no consideration.

**Remarks:**

/s/ Michael D. Fricklas,  
Attorney-in-Fact for Katherine Gill-Charest 05/27/2015

\*\* 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.**