

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>PHILLIPS JR CHARLES E</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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2015</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	01/31/2015		M		2,132 <sup>(1)</sup>	A	(1)	19,503	D	
Class B Common Stock	01/31/2015		A		42 <sup>(2)</sup>	A	(2)	19,545	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						Title
Restricted Share Units <sup>(3)</sup>	(4)	01/31/2015		A		2,716		(4)	(4)	Class B Common Stock	2,716	(3)	2,716	D	
Restricted Share Units <sup>(3)</sup>	(1)	01/31/2015		M		2,132		(1)	(1)	Class B Common Stock	2,132	(3)	0	D	

**Explanation of Responses:**

- These shares represent Restricted Share Units ("RSUs") that were granted on January 31, 2014 and that vested on January 31, 2015, 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 \$64.42 per share.
- 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.
- 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 consideration.
- These Restricted Share Units will vest on January 31, 2016 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.

**Remarks:**

/s/ Michael D. Fricklas,  
Attorney-in-Fact for Charles E. Phillips, Jr. 02/03/2015

\*\* 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.

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