

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>ABRAMS GEORGE S</u><br><br>(Last) (First) (Middle)<br><u>1515 BROADWAY</u><br><br>(Street)<br><u>NEW YORK NY 10036</u><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><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)                       |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/31/2011</u>           |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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            | 01/31/2011                           |  | M                              |   | 1,887 <sup>(1)</sup>  | A          | (1)   | 26,339  | D  |   |
| Class B Common Stock            | 01/31/2011                           |  | A                              |   | 20 <sup>(2)</sup>   | A          | (2)   | 26,359  | D  |   |
| Class B Common Stock            |                                      |  |                                |   |   |            |       | 100   | I  | as Trustee <sup>(3)</sup>                             |

**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 |
| Director Stock Option (Right to Buy) <sup>(4)</sup> | \$41.55  | 01/31/2011                           |  | A                              |   | 5,582  |     | (5)  | 01/31/2021                | Class B Common Stock  | 5,582                                      | (4)  | 5,582   | D  |       |
| Restricted Share Units <sup>(6)</sup>               | (7)  | 01/31/2011                           |  | A                              |   | 1,685  |     | (7)  | 01/31/2012 <sup>(7)</sup> | Class B Common Stock  | 1,685                                      | (6)  | 1,685   | D  |       |
| Restricted Share Units <sup>(8)</sup>               | (1)  | 01/31/2011                           |  | M                              |   | 1,887  |     | (1)  | (1)                       | Class B Common Stock  | 1,887                                      | (8)  | 0   | D  |       |

**Explanation of Responses:**

- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2011 upon vesting of previously granted Restricted Share Units ("RSUs"). On the date of vesting, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.55 per share.
- Represents shares of the Issuer's Class B common stock issued to the Reporting Person in respect of dividend equivalents accrued on, and prior to vesting of, the RSUs.
- The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
- The Stock Options will vest annually in three equal installments beginning on January 31, 2012.
- Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors for no consideration.
- The Restricted Share Units will vest on January 31, 2012 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B common stock upon vesting, unless the Reporting Person has elected to defer settlement.
- Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.

**Remarks:**

/s/ Michael D. Fricklas,  
Attorney-in-Fact for George S. Abrams    02/02/2011

\*\* 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.