

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* FRICKLAS MICHAEL D (Last) (First) (Middle) 1515 BROADWAY (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Viacom Inc. [VIA, VIAB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X EVP, General Counsel and Secy
	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2012	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	08/03/2012		G	V	5,779	D	(1)	23,109 ⁽²⁾	D	
Class B Common Stock	08/07/2012		M		105,640	A	\$47.1493	128,749	D	
Class B Common Stock	08/07/2012		S		105,640	D	\$49.3336 ⁽³⁾	23,109	D	
Class B Common Stock	08/08/2012		S		23,109	D	\$49.1199 ⁽⁴⁾	0	D	
Class B Common Stock	08/08/2012		M		39,873	A	\$36.78	39,873	D	
Class B Common Stock	08/08/2012		S		39,873	D	\$49.0443 ⁽⁵⁾	0	D	
Class B Common Stock								12,648 ⁽²⁾	I	By GRAT
Class B Common Stock								1,553	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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy) ⁽⁶⁾	\$47.1493	08/07/2012		M		105,640		(7)	01/26/2013	Class B Common Stock	105,640	(6)	0	D	
Employee Stock Option (Right to Buy) ⁽⁶⁾	\$36.78	08/08/2012		M		39,873		(7)	05/24/2014	Class B Common Stock	39,873	(6)	0	D	

Explanation of Responses:

- Bona fide gifts by the Reporting Person for no consideration.
- On August 2, 2012, 5,779 shares were distributed by the Reporting Person's grantor retained annuity trust ("GRAT") to the Reporting Person's direct holdings in satisfaction of a mandatory annuity payment.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.25 to \$49.445, inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$48.72 to \$49.29, inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.04 to \$49.05, inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
- Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.
- Current.

Remarks:

/s/ Michael D. Fricklas

08/09/2012

** 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.