

Viacom Inc.
Form 4
February 02, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PHILLIPS JR CHARLES E

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class B Common Stock | 01/31/2011 | | M | | 1,887 (1) | A | (1) 10,961 D |
| Class B Common Stock | 01/31/2011 | | A | | 20 (2) | A | (2) 10,981 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Director Stock Option (Right to Buy) ⁽³⁾ | \$ 41.55 | 01/31/2011 | | A | 5,582 | ⁽⁴⁾ 01/31/2021 | Class B Common Stock 5, |
| Restricted Share Units ⁽⁵⁾ | ⁽⁶⁾ | 01/31/2011 | | A | 1,685 | 01/31/2012 ⁽⁶⁾ ⁽⁶⁾ | Class B Common Stock 1, |
| Restricted Share Units ⁽⁷⁾ | ⁽¹⁾ | 01/31/2011 | | M | 1,887 | ⁽¹⁾ ⁽¹⁾ | Class B Common Stock 1, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PHILLIPS JR CHARLES E 1515 BROADWAY NEW YORK, NY 10036 | X | | | |

Signatures

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

02/02/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents vesting of previously granted Restricted Share Units ("RSUs"), the settlement of which the Reporting Person has elected to defer. 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.

(2) 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 receipt of which the Reporting Person has elected to defer.

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- (3) Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
- (4) The Stock Options will vest annually in three equal installments beginning on January 31, 2012.
- (5) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors for no consideration.
- (6) 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.
- (7) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.