

Viacom Inc.  
Form 4  
February 04, 2013

**FORM 4**

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

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).

**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)  
**01/31/2013**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock            | 01/31/2013                           |  | M                              | 1,488 (1) A (1)   | 14,186  | D  |   |
| Class B Common Stock            | 01/31/2013                           |  | A                              | 26 (2) A (2)  | 14,212  | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Restricted Share Units <sup>(3)</sup>      | <u>(4)</u>   | 01/31/2013                           |  | A                              | 2,486   | 01/31/2014 <sup>(4)</sup>                                | <u>(4)</u>  | Class B Common Stock       | 2,486 |
| Restricted Share Units <sup>(5)</sup>      | <u>(1)</u>   | 01/31/2013                           |  | M                              | 1,488   | <u>(1)</u>   | <u>(1)</u>  | Class B Common Stock       | 1,488 |

## Reporting Owners

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

## Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Charles E. Phillips, Jr. 02/04/2013

\*\*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 elected to defer. On the date of vesting, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$60.35 per share.
- (2) Represents shares of the Issuer's Class B Common Stock resulting from dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B Common Stock, the receipt of which the Reporting Person has elected to defer.
- (3) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended January 17, 2013, for no consideration.
- (4) The RSUs will vest on January 31, 2014 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.
- (5) Granted under the Viacom Inc. 2011 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.

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