Viacom Inc. Form 4 February 04, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * GREENBERG ALAN C			2. Issuer Name and Ticker or Trading Symbol Viacom Inc. [VIA, VIAB]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction			
1515 BROADWAY			(Month/Day/Year) 01/31/2013	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORK, NY 10036				Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. SecurinAcquired Disposed (Instr. 3,	(A) o l of (D	))	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		Code V M	Amount 1,488 (1)	(D)	Price (1)	39,186	D	
Class B Common Stock	01/31/2013		A	26 (2)	A	(2)	39,212	D	

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

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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. Transactic Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Share Units (3)	<u>(4)</u>	01/31/2013		A	2,486		01/31/2014(4)	<u>(4)</u>	Class B Common Stock	2,480
Restricted Share Units (5)	(1)	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						
1 0	Director	10% Owner	Officer	Other			
GREENBERG ALAN C 1515 BROADWAY	X						
NEW YORK, NY 10036							

#### **Signatures**

/s/ Michael D. Fricklas, Attorney-in-Fact for Alan C.

Greenberg

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).
- Shares of the Issuer's Class B Common Stock were issued to the Reporting Person on January 31, 2013 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
- (1) granted Restricted Share Units ("RSUs"). 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 issued to the Reporting Person in respect of dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B Common Stock.
- (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.

Reporting Owners 2

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