

MCGARVIE BLYTHE J  
 Form 4  
 February 02, 2010

**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 \*  
 MCGARVIE BLYTHE J

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)  
 1515 BROADWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/31/2010

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

NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	01/31/2010		M	3,728 (1) A (1)	5,149	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy) <sup>(2)</sup>	\$ 29.14	01/31/2010		A		3,171		<sup>(3)</sup>	01/31/2020	Class B Common Stock	3,171
Restricted Share Units <sup>(4)</sup>	<sup>(5)</sup>	01/31/2010		A		1,887		01/31/2011 <sup>(5)</sup>	<sup>(5)</sup>	Class B Common Stock	1,887
Restricted Share Units <sup>(4)</sup>	<sup>(1)</sup>	01/31/2010		M		3,728		<sup>(1)</sup>	<sup>(1)</sup>	Class B Common Stock	3,728

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGARVIE BLYTHE J 1515 BROADWAY NEW YORK, NY 10036	X			

**Signatures**

/s/ Michael D. Fricklas, Attorney-in-Fact for Blythe J. McGarvie 02/02/2010

\_\_\_\_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, 2010 upon vesting of previously granted
- (1) Restricted Share Units. On the date of vesting, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$29.14 per share.
  - (2) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
  - (3) These options vest annually in three equal installments beginning on January 31, 2011.
  - (4) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.
  - (5) The Restricted Share Units will vest on January 31, 2011 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.

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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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