

Viacom Inc.
Form 4
November 14, 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 *
DOOLEY THOMAS 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)
11/09/2011

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)
SEVP, COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 11/09/2011 | | M | | 150,000 | A | Ⓛ |
| Class B Common Stock | 11/09/2011 | | A | | 100,000 | A | Ⓛ |
| Class B Common Stock | 11/09/2011 | | F ⁽³⁾ | | 127,425 | D | \$ 40.3 |
| Class B Common | | | | | 920 | I | By 401(k) |

Stock

| | | | |
|----------------------------|-----------------------|---|-----------------|
| Class B Common Stock | 84,906 ⁽⁴⁾ | I | By GRAT |
| Class B Common Stock | 80,230 ⁽⁴⁾ | I | By 2011 GRAT |

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

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 control number.

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Performance Restricted Share Units ⁽¹⁾ | <u>(1)</u> | 11/09/2011 | | M | 150,000 | <u>(1)</u> <u>(1)</u> | Class B Common Stock 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| DOOLEY THOMAS E 1515 BROADWAY NEW YORK, NY 10036 | X | | SEVP, COO | |

Signatures

/s/ Thomas E.
Dooley 11/14/2011

**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) Shares of the Issuer's Class B common stock were issued to the Reporting Person as follows: (i) 150,000 shares were issued upon the vesting of the first of four equal annual installments of the minimum number of shares to be received of previously granted Performance Restricted Share Units (the "PRSUs") and (ii) an additional 100,000 shares were issued upon the certification by the Compensation Committee of the Issuer's Board of Directors on November 9, 2011 of the vesting of additional PRSUs based on the attainment of specified performance criteria for the Issuer's fiscal year 2011. The PRSUs were granted to the Reporting Person for no consideration on May 27, 2010. On November 9, 2011, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$40.30 per share.
- (2) Includes 98,041 shares that were previously reported as indirectly held by the Reporting Person's grantor retained annuity trust formed May 25, 2010 (the "GRAT").
- (3) Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PRSUs.
- (4) On May 26, 2011, 80,230 shares were distributed by the Reporting Person's GRAT to the Reporting Person in satisfaction of a mandatory annuity payment pursuant to the terms of the GRAT. These shares were subsequently contributed by the Reporting Person to a new grantor retained annuity trust formed on May 26, 2011 (the "2011 GRAT").
- (5) Granted under the LTMIP 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.