

Viacom Inc.
Form 4
February 04, 2014

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 *
GREENBERG ALAN C

(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)
01/31/2014

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	01/31/2014		M		2,486 (1)	A	\$ 41,698 D
Class B Common Stock	01/31/2014		A		35 (2)	A	\$ 41,733 D
Class B Common Stock	01/31/2014		M		1,861	A	\$ 41.55 43,594 D
Class B Common Stock	01/31/2014		M		1,647	A	\$ 47.04 45,241 D

NEW YORK, NY 10036

Signatures

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

02/04/2014

__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, 2014 upon vesting of previously
(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 \$82.10 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 and restated on November 13, 2013, for no consideration.
(4) The Restricted Share Units will vest on January 31, 2015 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, as amended on January 17, 2013, for no consideration.
(6) Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
(7) Current.

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.