

Viacom Inc.
Form 4
January 03, 2014

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 *
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)
01/01/2014

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------------|---------------------|------------|---|-----------|------------------|-----------------|----------------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| Restricted Share Units | (1) | 01/01/2014 | A | 424 | (1) | (1) | Class B Common Stock | 424 |
| Restricted Share Units | (2) | 01/01/2014 | C | 13,831 | (2) | (2) | Class B Common Stock | 13,831 |
| Restricted Share Units | (3) | 01/01/2014 | A | 484 | (3) | (3) | Class B Common Stock | 484 |
| Class A Phantom Common Stock Units | (2) | 01/01/2014 | C | 6,146 | (2) | (2) | Class A Common Stock | 6,146 |
| Class B Phantom Common Stock Units | (2) | 01/01/2014 | C | 6,560 | (2) | (2) | Class B Common Stock | 6,560 |

Reporting Owners

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

Signatures

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

01/03/2013

__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) The Reporting Person has elected to defer payment of director retainer and meeting fees and related interest thereon pursuant to the Viacom Inc. Deferred Compensation Plan for Outside Directors, as amended and restated as of November 13, 2013 (the "2013 Deferred Compensation Plan"). Deferred amounts (including cash dividends and interest credited during the previous quarter) are invested quarterly in a number of vested Restricted Share Units ("RSUs") that such amounts would have purchased on the day the amounts are invested. The RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Viacom

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Class B Common Stock.

Pursuant to the 2013 Deferred Compensation Plan, the Reporting Person also elected to convert vested Viacom Class A Phantom Common Stock, Viacom Class B Phantom Common Stock, CBS Corporation ("CBS") Class A Phantom Common Stock and CBS Class B Phantom Common Stock balances from prior deferrals into vested Restricted Share Units corresponding to shares of Viacom Class B

- (2) Common Stock. The conversion from Viacom Class B Phantom Common Stock was made on a share for share basis, while the conversions from Viacom Class A Phantom Common Stock, CBS Class A Phantom Common Stock and CBS Class B Phantom Common Stock were made based on the relative prices of the shares at the close of market on December 31, 2013. The RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Viacom Class B Common Stock.
- (3) Represents dividend equivalents on vested but deferred RSUs through January 1, 2014, which have been reinvested in additional RSUs.

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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