

Viacom Inc.
Form 4
January 20, 2015

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 *
DAUMAN PHILIPPE P

(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)
01/15/2015

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)
President and CEO

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 or Price | | | | |
| Class B Common Stock | 01/15/2015 | | A | | 150,432 | A | 1,322,926 | D | |
| Class B Common Stock | 01/15/2015 | | F | | 81,768 (2) | D | \$ 66.48 | 1,241,158 | D |
| Class B Common Stock | | | | | | | 947 | I | By 401(k) |

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

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(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 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 of Number of Shares |
| Performance Restricted Share Units (3) | (4) | 01/15/2015 | | A | 300,000 | (4) (4) | Class B Common Stock 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAUMAN PHILIPPE P 1515 BROADWAY NEW YORK, NY 10036 | X | | President and CEO | |

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Philippe P. Dauman

01/20/2015

__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) These shares were issued based on achievement of performance criteria during the three-year period ended December 31, 2014, pursuant to the terms of Performance Share Units ("PSUs") granted January 1, 2012.
- (2) These shares were withheld by Viacom to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PSUs, and were not actually sold or otherwise disposed of in an open-market transaction.
- (3) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, for no consideration.
- (4) These shares represent the minimum number of shares that will be issued from a target grant of 300,000 Performance Restricted Share Units ("PRSUs") that was made on January 15, 2015. The PRSUs will vest in three equal annual installments beginning with the fiscal year ending September 30, 2016. The exact number of shares that will be issued at each vesting date will range from 75% to 125% of the target grant, and will depend upon the achievement of specified performance criteria during the performance period.

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