Viacom Inc. Form 4 September 14, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DOOLEY THOMAS E			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)		(Middle)	3. Date of Earliest Transaction	(check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
1515 BROADWAY			09/11/2010	X Officer (give title Other (specify below)		
				SEVP, COO and CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
NEW YORK, NY 10036				Person		

(City)	(State)	(Zip)	Fabl	e I - Non-D	Perivative Securities Acq	uired, Disposed of	, or Beneficial	y Owned
1.Title of	2. Transaction Date	2A. Deemed		3.	4. Securities Acquired	5. Amount of	6.	7. Nature o
Security	(Month/Day/Year)	Execution Date,	, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 2)		onti		Codo	(Instr 2 4 and 5)	Ranaficially	Form: Direct	Danafiaial

1.11ttle of	2. Transaction Date	ZA. Deemed	3.	4. Securit	ies Ac	quirea	5. Amount of	0.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(,		
Class B									
Common	09/11/2010		M	57,448	Α	<u>(1)</u>	59,168	D	
Stock	***************************************			.,,			,		
Stock									
Class B									
	00/11/2010		F	26,552	D	\$	22 616	D	
Common	09/11/2010		Г	(2)	ע	33.76	32,616	D	
Stock				_					
CI D									
Class B									By GRAT
Common							263,177	I	(3)
Stock									(3)
20001									
Class B							899	I	By 401(k)
Common									• • • • • • • • • • • • • • • • • • • •
Common									

Stock

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.

SEC 1474 (9-02)

(In

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (4)	(1)	09/11/2010		M	57,448	<u>(1)</u>	(1)	Class B Common Stock	57,448	

Reporting Owners

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

Signatures

/s/ Thomas E.
Dooley

**Signature of Reporting Person

O9/14/2010

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 September 11, 2010 upon vesting of the last of four (1) equal annual installments of previously granted Restricted Share Units. On September 10, 2010, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$33.76 per share.
- (2) 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

Reporting Owners 2

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Restricted Share Units.

- (3) These shares, which were previously reported as directly owned, have been contributed by the Reporting Person to a grantor retained annuity trust.
- (4) 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.