Viacom Inc. Form 4 February 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person * Falcone Sorrell Cristiana

(First)

(State)

01/31/2015

(Middle)

(Zip)

Viacom Inc. [VIA, VIAB] 3. Date of Earliest Transaction

> (Month/Day/Year) 01/31/2015

Symbol

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

D

NEW YORK, NY 10036

1515 BROADWAY

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class B 2,132 Common 01/31/2015 M A <u>(1)</u> 2,132 D (1) Stock Class B 42 (2)

A

A

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

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2,174

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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 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units (3)	<u>(4)</u>	01/31/2015		A	2,716		<u>(4)</u>	<u>(4)</u>	Class B Common Stock	2,716
Restricted Share Units (3)	(1)	01/31/2015		M		2,132	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	2,132

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting O William (Trum of the control of the c	Director	10% Owner	Officer	Other			
Falcone Sorrell Cristiana 1515 BROADWAY NEW YORK, NY 10036	X						

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Cristiana Falcone
Sorrell
02/03/2015

**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).
- These shares represent Restricted Share Units ("RSUs") that were granted on January 31, 2014 and that vested on January 31, 2015, but (1) which have not been received because the director elected to defer receipt. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$64.42 per share.
- (2) These shares reflect dividend equivalents that accrued on the RSUs prior to vesting and that were reinvested in Class B common stock upon vesting, but which have not been received because the director elected to defer receipt.
- (3) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of November 13, 2013, as further amended by Amendment No. 1, effective as of January 16, 2014, for no consideration.
- (4) These Restricted Share Units will vest on January 31, 2016 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.

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.

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