

Viacom Inc.
Form 4
May 27, 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 *
FRICKLAS MICHAEL D

(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)
05/22/2015

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)
EVP, General Counsel and Secy

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	05/22/2015		M		6,469	A <u>(1)</u> 9,601	D
Class B Common Stock	05/22/2015		F		<u>(2)</u> 2,666	D \$ 66.8 6,935	D
Class B Common Stock	05/23/2015		M		9,532	A <u>(3)</u> 16,467	D
Class B Common	05/23/2015		F		<u>(2)</u> 4,858	D \$ 66.8 11,609	D

Stock									
Class B Common Stock	05/25/2015		M	9,009	A	(4)	20,618		D
Class B Common Stock	05/25/2015		F	5,028 (2)	D	\$ 66.8	15,590		D
Class B Common Stock							1,628		I
									By 401(k)

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

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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 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)	8. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Share Units (5)	(1)	05/22/2015		M	6,469	(1)	(1)	Class B Common Stock	6,469
Restricted Share Units (5)	(3)	05/23/2015		M	9,532	(3)	(3)	Class B Common Stock	9,532
Restricted Share Units (5)	(4)	05/25/2015		M	9,009	(4)	(4)	Class B Common Stock	9,009

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRICKLAS MICHAEL D
1515 BROADWAY
NEW YORK, NY 10036

EVP, General Counsel and Secy

Signatures

/s/ Michael D.

Fricklas

05/27/2015

**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 on May 22, 2015 upon vesting of the second of four equal annual installments of Restricted Share Units ("RSUs") that were granted on May 22, 2013. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.

(2) These shares were withheld by Viacom to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.

(3) These shares were issued on May 23, 2015 upon vesting of the third of four equal annual installments of RSUs that were granted on May 23, 2012. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.

(4) These shares were issued on May 25, 2015 upon vesting of the last of four equal annual installments of RSUs that were granted on May 25, 2011. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.

(5) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, 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.

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