Viacom Inc. Form 4 May 16, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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 Addre REDSTONE S	•	_	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)	3. Date of Earliest Transaction	(Check an applicable)			
1515 BROADWAY			(Month/Day/Year) 05/14/2014	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Chairman of the Board			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, N	NY 10036		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

					13011				
(City)	(State)	(Zip) Tak	ole I - Non-	Derivative :	ed, 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. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or Price	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)
Class B Common Stock	05/14/2014		M	164,702	A	\$ 32.55	164,702	D	
Class B Common Stock	05/14/2014		M	131,119	A	\$ 49.95	295,821	D	
Class B Common Stock	05/14/2014		S	295,821	D	\$ 83.0662	0	D	

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)

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)	orDerivative Expirat		Expiration D	Oate Exercisable and piration Date onth/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Employee Stock Option (Right to Buy) (2)	\$ 32.55	05/14/2014		M		164,702	(3)	06/08/2018	Class B Common Stock	164,70	
Employee Stock Option (Right to Buy) (4)	\$ 49.95	05/14/2014		M		131,119	(3)	05/25/2019	Class B Common Stock	131,11	

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o where runner, reduces	Director	10% Owner	Officer	Other				
REDSTONE SUMNER M 1515 BROADWAY NEW YORK, NY 10036	X	X	Chairman of the Board					

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Sumner M. Redstone

05/16/2014

**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).
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$82.87 to \$83.76, (1) inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.

Reporting Owners 2

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- (2) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of December 2, 2008, for no consideration.
- (3) Current.
- (4) 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. 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.