Viacom Inc. Form 4 May 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
on 16.

SECURITIES

File by the first of the fir

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)

Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/Day/Year)	Director 10% Owner			
11/18/2013	_X_ Officer (give title Other (speci below) below) EVP, General Counsel and Secy			
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 Person			
	Symbol Viacom Inc. [VIA, VIAB] 3. Date of Earliest Transaction (Month/Day/Year) 11/18/2013 4. If Amendment, Date Original			

			10:5011						
(City)	(State)	tate) (Zip) 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. Transactio Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3, 4)	sposed	d of (D)	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	11/18/2013		G V	12,648		(1)	0	D	
Class B Common Stock	05/22/2014		M	6,469	A	<u>(2)</u>	6,469	D	
Class B Common Stock	05/22/2014		F	2,666 (3)	D	\$ 84.67	3,803	D	
Class B Common							1,600	I	By 401(k)

Stock

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

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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. Transacti Code (Instr. 8)	5. Number ion f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. I Der Sec (Ins
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (4)	(2)	05/22/2014		M	6,469	(2)	(2)	Class B Common Stock	6,469	

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 05/27/2014

**Signature of Date

Reporting Person

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) Bona fide gift by the Reporting Person for no consideration.
- (2) Shares of the Issuer's Class B Common Stock were issued to the Reporting Person on May 22, 2014 upon vesting of the first of four equal annual installments of previously granted Restricted Share Units. On May 22, 2014, the closing price of the Issuer's Class B Common

Reporting Owners 2

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Stock on The NASDAQ Global Select Market was \$84.67 per share.

- Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and (3) restated as of January 1, 2011 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the Restricted Share Units.
- (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.