Viacom Inc. Form 4 February 02, 2016

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** REDSTONE SHARI			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			Viacom Inc. [VIA, VIAB]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	T. D. 100 0		
1515 BROADWAY			(Month/Day/Year) 01/31/2016	X Director 10% OwnerX Officer (give title Other (specify below) Vice Chair of the Board		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10036			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(Stata)	(Zin)				

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed execution Date, if any (Month/Day/Year)			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class B Common Stock	01/31/2016		M	2,716 (1)	A	<u>(1)</u>	21,690	D	
Class B Common Stock	01/31/2016		A	91 (2)	A	<u>(2)</u>	21,781	D	
Class B Common Stock							1,500	I	as Trustee

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)	•	es ed (A) or ed of (D)	/e Expiration Date s (Month/Day/Year) l (A) or l of (D)		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 (4)	<u>(5)</u>	01/31/2016		A	3,834		<u>(5)</u>	<u>(5)</u>	Class B Common Stock	3,834
Restricted Share Units (6)	(1)	01/31/2016		M		2,716	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	2,716

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
REDSTONE SHARI							
1515 BROADWAY	X		Vice Chair of the Board				
NEW YORK, NY 10036							

Signatures

/s/ Michael D. Fricklas, as Attorney-in-Fact for Shari
Redstone

02/02/2016

**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, 2015 and that vested on January 31, 2016, 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 \$45.64 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.

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- (3) The director disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the director is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- (4) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of January 1, 2016, for no consideration.
- (5) These RSUs will vest on January 31, 2017 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.
- (6) 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.

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.