

Viacom Inc.  
Form 4  
February 04, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
PHILLIPS JR CHARLES E

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)  
1515 BROADWAY  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2013

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

NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (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. 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	01/31/2013		M		1,488 (1)	A	(1) 14,186 D
Class B Common Stock	01/31/2013		A		26 (2)	A	(2) 14,212 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)

Edgar Filing: Viacom Inc. - Form 4

**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)	Amount or Number of Shares
Restricted Share Units <sup>(3)</sup>	<u>(4)</u>	01/31/2013		A	2,486	01/31/2014 <sup>(4)</sup>	Class B Common Stock	2,486
Restricted Share Units <sup>(5)</sup>	<u>(1)</u>	01/31/2013		M	1,488	<u>(1)</u>	Class B Common Stock	1,488

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS JR CHARLES E 1515 BROADWAY NEW YORK, NY 10036			X	

## Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Charles E. Phillips, Jr. 02/04/2013

\_\_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) Represents vesting of previously granted Restricted Share Units ("RSUs"), the settlement of which the Reporting Person elected to defer. On the date of vesting, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$60.35 per share.
- (2) Represents shares of the Issuer's Class B Common Stock resulting from dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B Common Stock, the receipt of which the Reporting Person has elected to defer.
- (3) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended January 17, 2013, for no consideration.
- (4) The RSUs will vest on January 31, 2014 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting, unless the Reporting Person has elected to defer settlement.
- (5) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors 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.

## Edgar Filing: Viacom Inc. - Form 4

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.