

FRICKLAS MICHAEL D
Form 4
August 09, 2012

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)
08/03/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	08/03/2012		G	V	5,779	D	(\$1)
Class B Common Stock	08/07/2012		M		105,640	A	\$47.1493
Class B Common Stock	08/07/2012		S		105,640	D	\$49.3336 (3)
Class B Common	08/08/2012		S		23,109	D	\$0 49.1199

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Stock						(4)		
Class B Common Stock	08/08/2012		M	39,873	A	\$ 36.78	39,873	D
Class B Common Stock	08/08/2012		S	39,873	D	\$ 49.0443	0	D
Class B Common Stock							12,648 (2)	I
Class B Common Stock							1,553	I

By
GRAT

By
401(k)

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

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(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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy) (6)	\$ 47.1493	08/07/2012		M	105,640	(7) 01/26/2013	Class B Common Stock 105,640
Employee Stock Option (Right to Buy) (6)	\$ 36.78	08/08/2012		M	39,873	(7) 05/24/2014	Class B Common Stock 39,873

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

FRICKLAS MICHAEL D
1515 BROADWAY
NEW YORK, NY 10036

EVP, General Counsel and Secy

Signatures

/s/ Michael D.
Fricklas

08/09/2012

**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) Bona fide gifts by the Reporting Person for no consideration.

(2) On August 2, 2012, 5,779 shares were distributed by the Reporting Person's grantor retained annuity trust ("GRAT") to the Reporting Person's direct holdings in satisfaction of a mandatory annuity payment.

The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.25 to \$49.445, 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.

(3) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$48.72 to \$49.29, 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.

(4) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.04 to \$49.05, 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.

(5) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.

(6) Current.

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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