

Viacom Inc.  
Form 4  
January 03, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
**REDSTONE SHARI**

(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)  
**01/01/2014**

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)

Vice Chair of the Board

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or (D)	Disposed of (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(1)	01/01/2014	A	(A)	871	(1)	(1)	Class B Common Stock	871
Restricted Share Units	(2)	01/01/2014	C	(A)	43,477	(2)	(2)	Class B Common Stock	43,477
Restricted Share Units	(3)	01/01/2014	A	(A)	663	(3)	(3)	Class B Common Stock	663
Class A Phantom Common Stock Units	(2)	01/01/2014	C	(D)	21,081	(2)	(2)	Class A Common Stock	21,081
Class B Phantom Common Stock Units	(2)	01/01/2014	C	(D)	22,293	(2)	(2)	Class B Common Stock	22,293

## Reporting Owners

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

## Signatures

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

01/03/2014

\_\_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).
- (1) The Reporting Person has elected to defer payment of director retainer fees and related interest thereon pursuant to the Viacom Inc. Deferred Compensation Plan for Outside Directors, as amended and restated as of November 13, 2013 (the "2013 Deferred Compensation Plan"). Deferred amounts (including cash dividends and interest credited during the previous quarter) are invested quarterly in a number of vested Restricted Share Units ("RSUs") that the deferred amounts would have purchased on the day the amounts are invested. The

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RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Class B Common Stock.

- (2) Pursuant to the 2013 Deferred Compensation Plan, the Reporting Person also elected to convert vested Class A Phantom Common Stock and Class B Phantom Common Stock balances from prior deferrals into vested Restricted Share Units corresponding to shares of Class B Common Stock. The conversion from Class B Phantom Common Stock was made on a share for share basis, while the conversion from Class A Phantom Common Stock was made based on the relative prices of the shares at the close of market on December 31, 2013. The RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Class B Common Stock.
- (3) Represents dividend equivalents on vested but deferred RSUs through January 1, 2014, which have been reinvested in additional RSUs.

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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