

Viacom Inc.
Form 4
November 16, 2012

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

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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 *
DOOLEY THOMAS E

(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)
11/14/2012

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)
SEVP, COO

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	(D)	Price			
Class B Common Stock	11/14/2012		M		150,000	A	Ⓛ	622,835	D	
Class B Common Stock	11/14/2012		A		74,100	A	Ⓛ	696,935	D	
Class B Common Stock	11/14/2012		F ⁽²⁾		112,767	D	\$ 47.99	584,168	D	
Class B Common								33,610	I	By 2011 GRAT

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Performance Restricted Share Units (the "PRSUs") and (ii) an additional 74,100 shares were issued upon the certification by the Compensation Committee of the Issuer's Board of Directors on November 14, 2012 of the vesting of additional PRSUs based on the attainment of specified performance criteria for the Issuer's fiscal year 2012. The PRSUs were granted to the Reporting Person for no consideration on May 27, 2010. On November 14, 2012, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$47.99 per share.

- (2) Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PRSUs.
- (3) Granted under the LTMIP for no consideration.

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