Viacom Inc. Form 4 February 04, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

5. Relationship of Reporting Person(s) to

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Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

GREENBERG ALAN C Issuer Symbol Viacom Inc. [VIA, VIAB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify 1515 BROADWAY 01/31/2008 below)

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10036

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Class B 1,352 Common 01/31/2008 M (1) 28,925 D (1) Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired Disposed (Instr. 3, 4, 5)	e (A) or of (D)	6. Date Exercisab Expiration Date (Month/Day/Year	on Date		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha	
Director Stock Option (Right to Buy) (2)	\$ 38.7	01/31/2008		A	3,171		(3)	01/31/2018	Class B Common Stock	3,	
Restricted Share Units (4)	(5)	01/31/2008		A	1,421		01/31/2009(5)	(5)	Class B Common Stock	1,	
Restricted Share Units (4)	(1)	01/31/2008		M		1,352	<u>(1)</u>	(1)	Class B Common Stock	1,	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
GREENBERG ALAN C							
1515 BROADWAY	X						
NEW YORK, NY 10036							

### **Signatures**

/s/ Michael D. Fricklas, Attorney-in-Fact for Alan C.
Greenberg 02/04/2008

\*\*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).
- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2008 upon vesting of previously granted (1) Restricted Share Units. On January 31, 2008, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$38.70 per share.
- (2) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- (3) These options vest annually in three equal installments beginning on January 31, 2009.
- (4) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.
- (5) The Restricted Share Units will vest on January 31, 2009 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.

Reporting Owners 2

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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.