MCGARVIE BLYTHE J

Form 4

February 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB
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Form 5 Fil obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCGARVIE BLYTHE J			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)	3. Date of Earliest Transaction	(Check an approacte)		
1515 BROADWAY			(Month/Day/Year) 01/31/2012	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10036			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (2	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or (A) or)) 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)
Class B Common Stock	01/31/2012		Code V M	Amount 1,685 (1)	(D)	Price (1)	8,111	D	
Class B Common Stock	01/31/2012		A	32 (2)	A	<u>(2)</u>	8,143	D	

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

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SEC 1474

(9-02)

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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. Numb orDerivation Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	Expiration Date	6. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha	
Director Stock Option (Right to Buy) (3)	\$ 47.04	01/31/2012		A	4,940		<u>(4)</u>	01/31/2022	Class B Common Stock	4,	
Restricted Share Units (5)	<u>(6)</u>	01/31/2012		A	1,488		01/31/2013(6)	<u>(6)</u>	Class B Common Stock	1,	
Restricted Share Units (5)	(1)	01/31/2012		M		1,685	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,	

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
MCGARVIE BLYTHE J							
1515 BROADWAY	X						
NEW YORK, NY 10036							

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Blythe J.
McGarvie

02/02/2012

**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).
- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2012 upon vesting of previously granted
 (1) Restricted Share Units ("RSUs"). On the date of vesting, the closing price of the Issuer's Class B common stock on The NASDAQ Global Select Market was \$47.04 per share.
- (2) Represents shares of the Issuer's Class B common stock issued to the Reporting Person in respect of dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B common stock.

Reporting Owners 2

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- (3) Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
- (4) The Stock Options will vest annually in three equal installments beginning on January 31, 2013.
- (5) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors for no consideration.
- (6) The RSUs will vest on January 31, 2013 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.

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.