

DAUMAN PHILIPPE P
Form 4
April 21, 2010

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 *
DAUMAN PHILIPPE P

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)
1515 BROADWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/14/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

NEW YORK, NY 10036

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Am Num Sha |
|---|------------------------------|------------------|------------|--|------------------|-----------------|----------------------|------------|
| | | | Code | (A) | (D) | | | |
| Performance Restricted Share Units <u>(1)</u> | <u>(2)</u> | 04/14/2010 | A | 750,000 | <u>(2)</u> | <u>(2)</u> | Class B Common Stock | 7 |
| Employee Stock Option (Right to Buy) <u>(1)</u> | \$ 35.87 | 04/20/2010 | A | 2,000,000 | <u>(3)</u> | 04/20/2018 | Class B Common Stock | 2,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAUMAN PHILIPPE P 1515 BROADWAY NEW YORK, NY 10036 | X | | President and CEO | |

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Philippe P. Dauman

04/21/2010

 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) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008, for no consideration.

Represents the minimum number of shares to be received of an aggregate target grant of 1,000,000 Performance Restricted Share Units ("PRSUs"), which will vest in four equal annual installments beginning on September 30, 2011 and be settled by delivery of a

(2) corresponding number of shares of the Issuer's Class B common stock upon vesting. Depending on achievement of performance conditions during the four performance periods, the number of shares ultimately received upon vesting will range from the minimum of 75% to a maximum of 125% of the aggregate target grant.

(3) The Stock Options will vest in four equal annual installments beginning on April 20, 2011.

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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