

ABRAMS GEORGE S  
Form 4  
February 02, 2011

**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 \*  
ABRAMS GEORGE S

(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)  
01/31/2011

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)

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)
			Code	V	Amount (A) or (D) Price		
Class B Common Stock	01/31/2011		M		1,887 (1) A (1) 26,339	D	
Class B Common Stock	01/31/2011		A		20 (2) A (2) 26,359	D	
Class B Common Stock					100	I	as Trustee (3)

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 (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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Director Stock Option (Right to Buy) <sup>(4)</sup>	\$ 41.55	01/31/2011		A	5,582	<sup>(5)</sup> 01/31/2021	Class B Common Stock	5,	
Restricted Share Units <sup>(6)</sup>	<sup>(7)</sup>	01/31/2011		A	1,685	01/31/2012 <sup>(7)</sup>	Class B Common Stock	1,	
Restricted Share Units <sup>(8)</sup>	<sup>(1)</sup>	01/31/2011		M	1,887	<sup>(1)</sup>	Class B Common Stock	1,	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS GEORGE S 1515 BROADWAY NEW YORK, NY 10036	X			

**Signatures**

/s/ Michael D. Fricklas, Attorney-in-Fact for George S. Abrams	02/02/2011
<sup>(9)</sup> 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).

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- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2011 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 New York Stock Exchange was \$41.55 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, and prior to vesting of, the RSUs.
  - (3) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
  - (4) Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
  - (5) The Stock Options will vest annually in three equal installments beginning on January 31, 2012.
  - (6) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors for no consideration.
  - (7) The Restricted Share Units will vest on January 31, 2012 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.
  - (8) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.

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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