

Viacom Inc.
Form 4
August 07, 2013

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

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 *
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)
12/20/2012

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 (A) or (D) Price | | | |
| Class B Common Stock | 12/20/2012 | | G | V 93,598 D <u>(1)</u> | 682,798 | D | |
| Class B Common Stock | 08/05/2013 | | M | 174,500 A \$ 34.46 | 684,708 <u>(2)</u> | D | |
| Class B Common Stock | 08/05/2013 | | S | 174,500 D \$ 78.8167 <u>(3)</u> | 510,208 | D | |
| Class B Common | 08/06/2013 | | M | 419,301 A \$ 34.46 | 929,509 | D | |

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Stock

| | | | | | | | | |
|----------------------------|------------|---|---------|---|----------------------|---------|---|---------------------|
| Class B Common Stock | 08/06/2013 | S | 419,301 | D | \$ 78.8147 (4) | 510,208 | D | |
| Class B Common Stock | | | | | | 206,200 | I | By 2013 GRAT (5) |
| Class B Common Stock | | | | | | 953 | I | By 401(k) |

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

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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 (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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) (6) | \$ 34.46 | 08/05/2013 | | M | 174,500 | (7) 09/08/2014 | Class B Common Stock 174,500 |
| Employee Stock Option (Right to Buy) (6) | \$ 34.46 | 08/06/2013 | | M | 419,301 | (7) 09/08/2014 | Class B Common Stock 419,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| DOOLEY THOMAS E 1515 BROADWAY | X | | SEVP, COO | |

NEW YORK, NY 10036

Signatures

/s/ Thomas E.
Dooley

08/07/2013

__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) Bona fide gift by the Reporting Person for no consideration.

(2) Includes 33,610 shares that were previously reported as indirectly held by the Reporting Person's grantor retained annuity trust ("GRAT") formed May 26, 2011. Excludes 206,200 shares that were previously reported as directly held by the Reporting Person, which have been transferred to the Reporting Person's GRAT formed July 31, 2013 (see footnote 5).

(3) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$78.75 to \$78.90, inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.

(4) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$78.75 to \$79.00, inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.

(5) These shares, which were previously reported as directly held, have been contributed by the Reporting Person to his GRAT formed July 31, 2013.

(6) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.

(7) Current.

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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