

Viacom Inc.
Form 4
May 27, 2015

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 *
Mills Scott

(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)
05/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP and CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	05/22/2015		M		2,372 A <u>(1)</u> 3,625	D	
Class B Common Stock	05/22/2015		F		977 <u>(2)</u> D \$ 66.8 2,648	D	
Class B Common Stock	05/23/2015		M		3,031 A <u>(3)</u> 5,679	D	
Class B Common	05/23/2015		F		1,249 <u>(2)</u> D \$ 66.8 4,430	D	

Stock

Class B

Common Stock 05/25/2015 M 2,865 A (4) 7,295 D

Class B

Common Stock 05/25/2015 F (2) 1,180 D \$ 66.8 6,115 D

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 Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units <u>(5)</u>	<u>(1)</u>	05/22/2015		M	2,372	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	2,372
Restricted Share Units <u>(5)</u>	<u>(3)</u>	05/23/2015		M	3,031	<u>(3)</u>	<u>(3)</u>	Class B Common Stock	3,031
Restricted Share Units <u>(5)</u>	<u>(4)</u>	05/25/2015		M	2,865	<u>(4)</u>	<u>(4)</u>	Class B Common Stock	2,865

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mills Scott 1515 BROADWAY NEW YORK, NY 10036			EVP and CAO	

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Scott
Mills

05/27/2015

__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) These shares were issued on May 22, 2015 upon vesting of the second of four equal annual installments of Restricted Share Units ("RSUs") that were granted on May 22, 2013. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.

(2) These shares were withheld by Viacom to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.

(3) These shares were issued on May 23, 2015 upon vesting of the third of four equal annual installments of RSUs that were granted on May 23, 2012. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.

(4) These shares were issued on May 25, 2015 upon vesting of the last of four equal annual installments of RSUs that were granted on May 25, 2011. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$66.80 per share.

(5) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, 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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