Lea DeDe Form 4 February 14, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

5. Relationship of Reporting Person(s) to

D

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971

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock Class B Common

Stock Class B Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

02/10/2011

Lea DeDe	•	Sy	mbol	C	Issuer		
		V	iacom Inc. [VIA, V	/IAB]	(Check all applicable)		
(Last)	(First)	(Middle) 3.	Date of Earliest Transa	ection	••		
1515 BROA	ADWAY	`	(onth/Day/Year) 1/10/2011		Director 10		
	(Street) 4. If Amendment, Date Original		riginal	6. Individual or Joint/Group Filing(Check			
	Filed(Month		ed(Month/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
NEW YOR	K, NY 10036				Person	Reporting	
(City)	(State)	(Zip)	Table I - Non-Deriv	ative Securities Acc	uired, Disposed of, or Beneficia	ally Owned	
1.Title of	2. Transaction Da	ate 2A. Deemed	3. 4. 3	Securities Acquired		p 7. Nature of	
Security	(Month/Day/Yea			or Disposed of (D)	Securities Form: Direct	t Indirect	
(Instr. 3)					D (* ' 11 (D)	D 0 1	
		any (Month/Day	`	str. 3, 4 and 5)	Beneficially (D) or	Beneficial	
		(Month/Day		str. 3, 4 and 5)	Beneficially (D) or Owned Indirect (I) Following (Instr. 4)	Beneficial Ownership (Instr. 4)	
		•	Year) (Instr. 8)	(A) or	Owned Indirect (I)	Ownership	
Class B		•	Year) (Instr. 8)	(A)	Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)	Ownership	

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

S

4,580

By 401(k)

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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. Transacti Code (Instr. 8)	5. Number owf 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 Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (1)	\$ 22.7	02/10/2011		M	4,580	(2)	06/03/2017	Class B Common Stock	4,580

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lea DeDe

1515 BROADWAY EVP, Government Relations NEW YORK, NY 10036

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for DeDe Lea 02/14/2011

**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) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008.
- (2) Current.
- (3) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008, 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.

Reporting Owners 2

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