Viacom Inc. Form 4 December 05, 2014

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

OMB APPROVAL

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

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DAUMAN PHILIPPE P			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Viacom Inc. [VIA, VIAB]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1515 BROADWAY			(Month/Day/Year) 12/03/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORK, NY 10036				Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

		Total							
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4)	f(D)	uired (A) or Price	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)
Class B Common Stock	12/03/2014		M	494,508	A	\$ 32.55	1,667,002	D	
Class B Common Stock	12/03/2014		S	494,508	D	\$ 74.6745 (1)	1,172,494	D	
Class B Common Stock							947	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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	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 of Number of Shares	
Employee Stock Option (Right to Buy) (2)	\$ 32.55	12/03/2014		M	494,508	(3)	06/08/2018	Class B Common Stock	494,50	

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 12/05/2014

**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).
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$74.25 to \$75.04, (1) 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.
- (2) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of December 2, 2008, for no consideration.
- (3) Current.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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