

Viacom Inc.

Form 4

February 02, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHWARTZ WILLIAM

(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)
01/31/2016

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 Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	01/31/2016		M	2,716 (1)	A (1) 36,287	D	
Class B Common Stock	01/31/2016		A	91 (2)	A (2) 36,378	D	

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares
Restricted Share Units ⁽³⁾	<u>(4)</u>	01/31/2016		A	3,834	<u>(4)</u> <u>(4)</u>	Class B Common Stock	3,834
Restricted Share Units ⁽⁵⁾	<u>(1)</u>	01/31/2016		M	2,716	<u>(1)</u> <u>(1)</u>	Class B Common Stock	2,716

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARTZ WILLIAM 1515 BROADWAY NEW YORK, NY 10036	X			

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for William Schwartz

02/02/2016

__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).

These shares represent Restricted Share Units ("RSUs") that were granted on January 31, 2015 and that vested on January 31, 2016, but

(1) which have not been received because the director elected to defer receipt. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$45.64 per share.

(2) These shares reflect dividend equivalents that accrued on the RSUs prior to vesting and that were reinvested in Class B common stock upon vesting, but which have not been received because the director elected to defer receipt.

(3) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of January 1, 2016, for no consideration.

(4) These RSUs will vest on January 31, 2017 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.

(5) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of November 13, 2013, as further amended by Amendment No. 1, effective as of January 16, 2014, for no consideration.

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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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