DAUMAN PHILIPPE P

Form 4

November 14, 2011

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DAUMAN PHILIPPE P			2. Issuer Name and Ticker or Trading Symbol Viacom Inc. [VIA, VIAB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(===== an appneacie)		
1515 BROADWAY			(Month/Day/Year) 11/09/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10036			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

			Terson							
(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Se	ecuriti	ies Acqu	ired, Disposed of	f, or Beneficial	ly Owned	
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. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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	11/09/2011		M	187,500	A	(<u>1</u>)	627,777	D		
Class B Common Stock	11/09/2011		A	125,000	A	<u>(1)</u>	752,777	D		
Class B Common Stock	11/09/2011		F(2)	159,281	D	\$ 40.3	593,496	D		
Class B Common							897	I	By 401(k)	

Stock

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Restricted Share Units	(1)	11/09/2011		M	187,500	(1)	<u>(1)</u>	Class B Common Stock	187,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
DAUMAN PHILIPPE P							
1515 BROADWAY	X		President and CEO				
NEW YORK, NY 10036							

Signatures

/s/ Michael D. Fricklas, Atorney-in-Fact for Philippe P. Dauman

11/14/2011

**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).

Shares of the Issuer's Class B common stock were issued to the Reporting Person as follows: (i) 187,500 shares were issued upon the vesting of the first of four equal annual installments of the minimum number of shares to be received of previously granted Performance Restricted Share Units (the "PRSUs") and (ii) an additional 125,000 shares were issued upon the certification by the Compensation

(1) Committee of the Issuer's Board of Directors on November 9, 2011 of the vesting of additional PRSUs based on the attainment of specified performance criteria for the Issuer's fiscal year 2011. The PRSUs were granted to the Reporting Person for no consideration on April 14, 2010. On November 9, 2011, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$40.30 per share.

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- (2) Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PRSUs.
- (3) Granted under the LTMIP 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. 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.