#### REDSTONE SHARI

Form 4

February 02, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

2005 Estimated average

burden hours per response... 0.5

Expires:

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

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person ** REDSTONE SHARI			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (I	First)	(Middle)	Viacom Inc. [VIA, VIAB]  3. Date of Earliest Transaction	(Check all applicable)		
1515 BROADWA	,	(winduic)	(Month/Day/Year) 01/31/2012	_X_ Director 10% Owner _X_ Officer (give title Other (specify		
				below)  Vice Chair of the Board		
(S	Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY	7 10036		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (S	State)	(Zin)				

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Form: Direct (D) or Owned Indirect (I) Following Reported Transaction(s)		p 7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class B Common Stock	01/31/2012		M	1,685 (1)	A	(1)	11,418	D	
Class B Common Stock	01/31/2012		A	32 (2)	A	<u>(2)</u>	11,450	D	
Class B Common Stock							1,500	Ι	as Trustee (3)

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

### Edgar Filing: REDSTONE SHARI - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or Derivative Securitie Acquired Disposed (Instr. 3, 5)	ve s l (A) or l of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Director Stock Option (Right to Buy) (4)	\$ 47.04	01/31/2012		A	4,940		<u>(5)</u>	01/31/2022	Class B Common Stock	4,
Restricted Share Units (6)	(7)	01/31/2012		A	1,488		01/31/2013(7)	<u>(7)</u>	Class B Common Stock	1,
Restricted Share Units (6)	<u>(1)</u>	01/31/2012		M		1,685	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
REDSTONE SHARI 1515 BROADWAY NEW YORK, NY 10036	X		Vice Chair of the Board					

## **Signatures**

/s/ Michael D. Fricklas, Attorney-in-Fact for Shari Redstone

02/02/2012

\*\*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).

Reporting Owners 2

#### Edgar Filing: REDSTONE SHARI - Form 4

- Represents vesting of previously granted Restricted Share Units ("RSUs"), the settlement of which the Reporting Person has elected to defer. On the date of vesting, the closing price of the Issuer's Class B common stock on The NASDAQ Global Select Market was \$47.04 per share.
- (2) Represents shares of the Issuer's Class B common stock resulting from dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B common stock, the receipt of which the Reporting Person has elected to defer.
- (3) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- (4) Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
- (5) The Stock Options will vest annually in three equal installments beginning on January 31, 2013.
- (6) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors for no consideration.
- (7) The RSUs will vest on January 31, 2013 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B common stock upon vesting, unless the Reporting Person has elected to defer settlement.

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.