BARGE JAMES W Form 4 May 30, 2012

## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Ada BARGE JAM	*	rting Person *	2. Issuer Name <b>and</b> 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	(Check an applicable)			
1515 BROA	DWAY		(Month/Day/Year) 05/25/2012	Director 10% Owner _X_ Officer (give title Other (specify below)  EVP, CFO			
	(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	K, NY 10036			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned				
4 551 1 0							

(City)	(State) (2	Table	I - Non-De	rivative S	ecuri	ties Acc	quired, Disposed	of, 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. Transactio Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	(A) o of (D	)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/25/2012		M	2,402	A	<u>(1)</u>	19,331	D	
Class B Common Stock	05/25/2012		F(2)	866	D	\$ 48	18,465	D	
Class B Common Stock							515	I	By 401(k)

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

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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. Transac Code (Instr. 8	5. Number tion Derivative Securities ) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (3)	<u>(1)</u>	05/25/2012		M	2,402	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	2,402	

#### **Reporting Owners**

Reporting Owner Name /	Address	Relationships

Director 10% Owner Officer Other

BARGE JAMES W 1515 BROADWAY NEW YORK, NY 10036

EVP, CFO

#### **Signatures**

/s/ Michael D. Fricklas, Attorney-in-Fact for James W. Barge

05/30/2012

\*\*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).
- Shares of the Issuer's Class B Common Stock were issued to the Reporting Person on May 25, 2012 upon vesting of the first of four equal annual installments of previously granted Restricted Share Units. On May 25, 2012, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$48.00 per share.
- Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and (2) restated January 1, 2011 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the Restricted Share Units.
- (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.

Reporting Owners 2

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