Viacom Inc. Form 4 January 03, 2014

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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Washington, D.C. 20549

January 31, Expires: 2005

Number:

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Section 16. Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

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 Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Kraft Robert K

Symbol

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Viacom Inc. [VIA, VIAB]

X_ Director 10% Owner Other (specify Officer (give title

1515 BROADWAY

(State)

(Month/Day/Year) 01/01/2014

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10036

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Beneficially Owned Following

Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

7. Nature of

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 7. Title and Amount of 4. 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) (A) or Disposed of

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	Derivative Security				D) Instr. 3, 4	, and 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Share Units	(1)	01/01/2014	A		442		<u>(1)</u>	<u>(1)</u>	Class B common Stock	442
Restricted Share Units	<u>(2)</u>	01/01/2014	C	2	22,479		(2)	(2)	Class B common Stock	22,479
Class A Phantom Common Stock Units	(2)	01/01/2014	С			10,956	(2)	(2)	Class A Common Stock	10,956
Class B Phantom Common Stock Units	(2)	01/01/2014	С			11,470	(2)	(2)	Class B Common Stock	11,470

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer Other				
Kraft Robert K							
1515 BROADWAY	X						
NEW YORK, NY 10036							

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Robert K.
Kraft 01/03/2014

**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 Reporting Person has elected to defer payment of director retainer fees and related interest thereon pursuant to the Viacom Inc.

Deferred Compensation Plan for Outside Directors, as amended and restated as of November 13, 2013 (the "2013 Deferred Compensation

- (1) Plan"). Deferred amounts (including cash dividends and interest credited during the previous quarter) are invested quarterly in a number of vested Restricted Share Units ("RSUs") that the deferred amounts would have purchased on the day the amounts are invested. The RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Class B Common Stock.
- (2) Pursuant to the 2013 Deferred Compensation Plan, the Reporting Person also elected to convert vested Class A Phantom Common Stock and Class B Phantom Common Stock balances from prior deferrals into vested Restricted Share Units corresponding to shares of Class B Common Stock. The conversion from Class B Phantom Common Stock was made on a share for share basis, while the conversion from

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Class A Phantom Common Stock was made based on the relative prices of the shares at the close of market on December 31, 2013. The RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Class B Common Stock.

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.