Viacom Inc. Form 4 November 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DOOLEY THOMAS E			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	(Check an applicable)		
1515 BROADWAY			(Month/Day/Year) 11/12/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) SEVP, COO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK	C, NY 10036	5	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecuri	ties Acqui	ired, 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. Transactic Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4	d of (I))	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	11/12/2014		M	150,000	A	(1)	793,147 (2)	D	
Class B Common Stock	11/12/2014		A	74,960	A	(1)	868,107	D	
Class B Common Stock	11/12/2014		F(3)	125,572	D	\$ 69.25	742,535	D	
Class B Common							291,000	I	By 2014 GRAT (4)

Stock

Class B

Common 970 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. Transaction Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Restricted Share Units	(1)	11/12/2014		M	150,000	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
DOOLEY THOMAS E						
1515 BROADWAY	X		SEVP, COO			
NEW YORK NY 10036						

Signatures

/s/ Thomas E.
Dooley

**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).
- (1) Shares of the Issuer's Class B Common Stock were issued to the Reporting Person as follows: (i) 150,000 shares were issued upon the vesting of the last of four equal annual installments of the minimum number of shares to be received of previously granted

Reporting Owners 2

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Performance Restricted Share Units (the "PRSUs") and (ii) an additional 74,960 shares were issued upon the certification by the Compensation Committee of the Issuer's Board of Directors on November 12, 2014 of the vesting of additional PRSUs based on the attainment of specified performance criteria for the Issuer's fiscal year 2014. The PRSUs were granted to the Reporting Person for no consideration on May 27, 2010. On November 12, 2014, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$69.25 per share.

- Includes 206,200 shares that were previously reported as indirectly held by the Reporting Person's grantor retained annuity trust ("GRAT") formed July 31, 2013. Excludes 291,000 shares that were previously reported as directly held by the Reporting Person, which have been transferred to the Reporting Person's GRAT formed June 13, 2014 (see footnote 4).
- Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of December 2, 2008 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PRSUs.
- These shares, which were previously reported as directly held, have been contributed by the Reporting Person to his GRAT formed June 13, 2014.
- (5) 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.