

Gill Charest Katherine
 Form 4
 June 05, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
 Gill Charest Katherine

(Last) (First) (Middle)
 1515 BROADWAY
 (Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/03/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class B Common Stock	06/03/2012		M	985	A <u>(1)</u> 6,329	D	
Class B Common Stock	06/03/2012		F	355 <u>(2)</u>	D \$ 46.26 5,974	D	
Class B Common Stock	06/04/2012		M	793	A <u>(3)</u> 6,767	D	
Class B Common	06/04/2012		F	286 <u>(4)</u>	D \$ 45.75 6,481	D	

Stock

Class B

Common

Stock

495

I

By 401(k)

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

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(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 Derivative 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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units ⁽⁵⁾	<u>(1)</u>	06/03/2012		M	985	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	985 ⁽⁵⁾
Restricted Share Units ⁽⁶⁾	<u>(3)</u>	06/04/2012		M	793	<u>(3)</u>	<u>(3)</u>	Class B Common Stock	793 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gill Charest Katherine 1515 BROADWAY NEW YORK, NY 10036			SVP, Controller	

Signatures

/s/ Katherine Gill-Charest
06/05/2012

**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 June 3, 2012 upon vesting of the third of four equal annual installments of previously granted Restricted Share Units. On June 3, 2012, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$46.26 per share.

(1) 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 "2008 LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the Restricted Share Units.

Shares of the Issuer's Class B Common Stock were issued to the Reporting Person on June 4, 2012 upon vesting of the last of four equal annual installments of previously granted Restricted Share Units. On June 4, 2012, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$45.75 per share.

(2) Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated April 12, 2007 (the "2007 LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the Restricted Share Units.

(3) Granted under the 2008 LTMIP for no consideration.

(4) Granted under the 2007 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.

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