FRICKLAS MICHAEL D

Form 4

November 17, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

response... 0.5

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

22,609

1,500

Ι

I

See Instruction

1(b).

Class B

Stock
Class B
Common

Stock

Common

(Print or Type Responses)

FRICKLAS MICHAEL D

1. Name and Address of Reporting Person *

			Viacom Inc. [VIA, VIAB]						(Check all applicable)				
(Last) (First) (Middle) 1515 BROADWAY			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2010						Director 10% OwnerX_ Officer (give title Other (specify below)			
		4. If Amendment, Date Original Filed(Month/Day/Year)					EVP, General Counsel and Secy 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
NEW YOR							Form filed by More than One Reporting Person						
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										ly Owned			
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execut any	eemed ion Date, if n/Day/Year)	3. Transacti Code (Instr. 8)	on(A) (In	Securiti) or Dis nstr. 3, 4	posed	of (D)	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	11/15/2010			S	10),000	D	\$ 39.1	10,172	I	By GRAT #2 (1)		

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

By GRAT

By 401(k)

(1)

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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	2.	3. Transaction Date (Month/Day/Year)		4.	5. ionNumber	6. Date Exer		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Tear)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of	ve s s	(Month/Day/Year)		int of rlying ities . 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	⁷ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRICKLAS MICHAEL D 1515 BROADWAY NEW YORK, NY 10036

EVP, General Counsel and Secy

Signatures

/s/ Michael D.

Fricklas 11/17/2010

**Signature of Date

**Signature of Reporting Person

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) These shares, which were previously reported as directly owned, have been contributed by the Reporting Person to a grantor retained annuity trust.

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.

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