Kraft Robert K Form 4 February 02, 2011

FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Kraft Robert K			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 1515 BROADWAY		(Middle)	Viacom Inc. [VIA, VIAB] 3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year) 01/31/2011	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(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, N	NY 10036			Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	. Transaction Date 2A. Deemed		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		Securities Form: Direct		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Class B Common Stock	01/31/2011		M	1,887 (1)	A	(1)	9,713	D	
Class B Common Stock	01/31/2011		A	20 (2)	A	<u>(2)</u>	9,733	D	
Class B Common Stock							50,800	I	By KPC US Equity LLC (3)

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. Transactic Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	/e s l (A) or l of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Director Stock Option (Right to Buy) (4)	\$ 41.55	01/31/2011		A	5,582		<u>(5)</u>	01/31/2021	Class B Common Stock	5,
Restricted Share Units (6)	<u>(7)</u>	01/31/2011		A	1,685		01/31/2012(7)	<u>(7)</u>	Class B Common Stock	1,
Restricted Share Units (8)	(1)	01/31/2011		M		1,887	<u>(1)</u>	(1)	Class B Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong of the family frauess	Director	10% Owner	Officer	Other			
Kraft Robert K 1515 BROADWAY	X						
NEW YORK, NY 10036	11						

Signatures

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

02/02/2011

**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).

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- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2011 upon vesting of previously granted
 (1) Restricted Share Units "RSUs"). On the date of vesting, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$41.55 per share.
- (2) Represents shares of the Issuer's Class B common stock issued to the Reporting Person in respect of dividend equivalents accrued on, and prior to vesting of, the RSUs.
- (3) Shares are owned directly by KPC US Equity LLC, which is under the sole control of the reporting person, and may be deemed to be beneficially owned by the reporting person.
- (4) Granted under the Viacom Inc. 2011 Stock Option Plan for Outside Directors for no consideration.
- (5) The Stock Options will vest annually in three equal installments beginning on January 31, 2012.
- (6) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors for no consideration.
- (7) The Restricted Share Units will vest on January 31, 2012 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B common stock upon vesting, unless the Reporting Person has elected to defer settlement.
- (8) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors 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.