REDSTONE SHARI

Form 4

February 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires:

5. Relationship of Reporting Person(s) to

Issuer

2005 Estimated average

burden hours per response... 0.5

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

obligations

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Class B Common

Stock Class B

Stock

Common

01/31/2011

(Print or Type Responses)

REDSTONE SHARI

1. Name and Address of Reporting Person *

		Viacon	Viacom Inc. [VIA, VIAB]			(Check all applicable)					
(Last)	(First) (M	fiddle) 3. Date of	f Earliest Tra	ansaction			(-,		
		(Month/	Day/Year)				_X_ Director		6 Owner		
1515 BROADWAY 01/31/			/31/2011				X Officer (give title Other (specify below)				
							· · · · · · · · · · · · · · · · · · ·	Chair of the Boa	ırd		
	ndment, Date Original				6. Individual or Joint/Group Filing(Check						
	Ť.										
Filed(Month/Day/Year)							Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK, NY 10036 — Form filed by More than One Reporting — Form filed by More than One Reporting											
TIEW TORK					Person						
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	Securit	ies Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securi	ities		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction	onAcquired	d (A) or	ſ	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed	` ′		Beneficially	(D) or	Beneficial		
		(Month/Day/Year	(Instr. 8)			Owned	Indirect (I)	Ownership			
							Following Reported	(Instr. 4)	(Instr. 4)		
					(A)		Transaction(s)				
			G 1 W		or	ъ.	(Instr. 3 and 4)				
Class D			Code V	Amount	(D)	Price					
Class B	01/21/2011		M	1,887		(1)	0.712	D			
Common Stock	01/31/2011		M	<u>(1)</u>	A	<u>(1)</u>	9,713	D			

20 (2)

Α

9,733

1,500

D

Ι

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

as Trustee

(3)

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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. 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						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
REDSTONE SHARI 1515 BROADWAY NEW YORK, NY 10036	X		Vice Chair of the Board				

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Shari
Redstone
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).

Reporting Owners 2

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- Represents vesting of previously granted Restricted Share Units ("RSUs"), the settlement of which the Reporting Person has elected to defer. 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, the receipt of which the Reporting Person has elected to defer.
- (3) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- (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.