SCHWARTZ WILLIAM

Form 4

February 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
Estimated average

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Person

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

Check this box

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

obligations may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SCHWARTZ WILLIAM Issuer Symbol Viacom Inc. [VIA, VIAB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 1515 BROADWAY 01/31/2013 below) 6. Individual or Joint/Group Filing(Check (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

NEW YORK, NY 10036

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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	01/31/2013		Code V M	1,488 (1)	(D)	Price (1)	21,064	D	
Class B Common Stock	01/31/2013		A	26 (2)	A	<u>(2)</u>	21,090	D	

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

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SEC 1474

(9-02)

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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. Number of Derivative Securities Acquired Disposed (Instr. 3, 4, 5)	e (A) or of (D)	Expiration Date		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Share Units (3)	<u>(4)</u>	01/31/2013		A	2,486		01/31/2014(4)	<u>(4)</u>	Class B Common Stock	2,480
Restricted Share Units (5)	<u>(1)</u>	01/31/2013		M		1,488	<u>(1)</u>	(1)	Class B Common Stock	1,488

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and an area are	Director	10% Owner	Officer	Other			
SCHWARTZ WILLIAM 1515 BROADWAY	X						
NEW YORK, NY 10036	Α						

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for William Schwartz

02/04/2013

**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).
 - Represents vesting of previously granted Restricted Share Units ("RSUs"), the settlement of which the Reporting Person elected to defer.
- (1) On the date of vesting, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$60.35 per share.
- (2) Represents shares of the Issuer's Class B Common Stock resulting from dividend equivalents accrued on the RSUs prior to vesting and reinvested in Class B Common Stock, the receipt of which the Reporting Person has elected to defer.
- (3) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended January 17, 2013, for no consideration.
- (4) The RSUs will vest on January 31, 2014 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.
- (5) Granted under the Viacom Inc. 2011 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.

Reporting Owners 2

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