

Lea DeDe
Form 4
May 10, 2013

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 obligations may continue. See Instruction 1(b).

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 *
Lea DeDe

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1515 BROADWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2013

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

EVP, Government Relations

NEW YORK, NY 10036

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class B Common Stock | 05/08/2013 | | M | | 10,451 | A | \$ 43.86 20,662 |
| Class B Common Stock | 05/08/2013 | | M | | 3,428 | A | \$ 35.26 24,090 |
| Class B Common Stock | 05/08/2013 | | M | | 6,119 | A | \$ 49.95 30,209 |
| Class B Common | 05/08/2013 | | S | | 19,998 | D | \$ 68.5051 10,211 |

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| | | | | |
|----------------------------|------------|-------|---|-----------|
| Stock | <u>(1)</u> | | | |
| Class B Common Stock | | 1,016 | I | By 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. 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) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 43.86 | 05/08/2013 | | M | 10,451 | <u>(3)</u> | 05/29/2015 | Class B Common Stock | 10,451 |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 35.26 | 05/08/2013 | | M | 3,428 | <u>(3)</u> | 06/04/2016 | Class B Common Stock | 3,428 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 49.95 | 05/08/2013 | | M | 6,119 | <u>(3)</u> | 05/25/2019 | Class B Common Stock | 6,119 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lea DeDe 1515 BROADWAY | | | EVP, Government Relations | |

NEW YORK, NY 10036

Signatures

/s/ DeDe Lea

05/10/2013

__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).
The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$68.49 to \$68.54,
(1) inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
- (2) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of April 12, 2007, for no consideration.
- (3) Current.
- (4) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated January 1, 2011, 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.