Viacom Inc. Form 4 November 15, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

I

206,200

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

1(b).

Class B

Common

(Print or Type Responses)

DOOLEY THOMAS E			Symbol				]	Issuer		
			Viacon	Viacom Inc. [VIA, VIAB]				(Check all applicable)		
(Last)	(First)	(Middle)		of Earliest T	ransaction					
1515 BROADWAY				(Month/Day/Year) 11/13/2013				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) SEVP, COO		
	(Street)		4. If Am	endment, Da	ate Original		(	6. Individual or Jo	int/Group Filir	ng(Check
NEW YOR	Filed(Month/Day/Year)				-	Applicable Line) _X_ 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 E (Month/Day/Ye	ar) Execution		3.		es Acq d of (I	uired (A)	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	11/13/2013			M	150,000	A	(1)	660,208	D	
Class B Common Stock	11/13/2013			A	76,240	A	(1)	736,448	D	
Class B Common Stock	11/13/2013			F(2)	126,287	D	\$ 83.13	610,161	D	

By 2013

**GRAT** 

Stock

Stock

Class B

Common 956 I By 401(k)

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

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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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Restricted Share Units	Ш	11/13/2013		M	150,000	(1)	<u>(1)</u>	Class B Common Stock	150,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
DOOLEY THOMAS E						
1515 BROADWAY	X		SEVP, COO			
NEW YORK, NY 10036						

# **Signatures**

/s/ Thomas E.
Dooley

\*\*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).
- (1) Shares of the Issuer's Class B Common Stock were issued to the Reporting Person as follows: (i) 150,000 shares were issued upon the vesting of the third of four equal annual installments of the minimum number of shares to be received of previously granted Performance

Reporting Owners 2

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Restricted Share Units (the "PRSUs") and (ii) an additional 76,240 shares were issued upon the certification by the Compensation Committee of the Issuer's Board of Directors on November 13, 2013 of the vesting of additional PRSUs based on the attainment of specified performance criteria for the Issuer's fiscal year 2013. The PRSUs were granted to the Reporting Person for no consideration on May 27, 2010. On November 13, 2013, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$83.13 per share.

- (2) Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PRSUs.
- (3) Granted under the LTMIP 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.