Viacom Inc. Form 4 November 26, 2014

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287

subject to Section 16. Form 4 or Expires: January 31, 2005

16. SECURITIES

Estimated average burden hours per response... 0.5

Form 5 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 * DOOLEY THOMAS E			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)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
1515 BROADWAY			11/24/2014	_X_ Officer (give title Other (specification) below)			
				SEVP, COO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEW YORK, NY 10036				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble 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. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
CI D			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Class B Common Stock	11/24/2014		M	270,000	A	\$ 43.86	1,012,535	D			
Class B Common Stock	11/24/2014		S	270,000	D	\$ 74.3227 (1)	742,535	D			
Class B Common Stock	11/25/2014		M	123,120	A	\$ 43.86	865,655	D			
Class B Common	11/25/2014		M	3,171	A	\$ 41.48	868,826	D			

Stock								
Class B Common Stock	11/25/2014	M	7,928	A	\$ 41.59	876,754	D	
Class B Common Stock	11/25/2014	S	134,219	D	\$ 74.8542 (2)	742,535	D	
Class B Common Stock						291,000	I	By 2014 GRAT
Class B Common Stock						970	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	D)	Pate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy) (3)	\$ 43.86	11/24/2014		M	270,00	0 (4)	05/29/2015	Class B Common Stock	270,00
Employee Stock Option (Right to Buy) (3)	\$ 43.86	11/25/2014		M	123,12	0 (4)	05/29/2015	Class B Common Stock	123,12
Director Stock Option (Right to Buy) (5)	\$ 41.48	11/25/2014		M	3,171	<u>(4)</u>	01/31/2016	Class B Common Stock	3,171

Director Stock

 Stock
 Class B

 Option
 \$ 41.59
 11/25/2014
 M
 7,928
 4
 01/03/2016
 Common 7,928

 (Right to Buy) (5)
 Stock
 Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DOOLEY THOMAS E 1515 BROADWAY

1515 BROADWAY X SEVP, COO

NEW YORK, NY 10036

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for 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).
 - The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$73.95 to \$74.57,
- (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.
 - The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$74.51 to \$75.13,
- (2) 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.
- (3) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of April 12, 2007, for no consideration.
- (4) Current.
- (5) Granted under the Viacom Inc. 2006 Stock Option 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.

Reporting Owners 3