Edgar Filing: MCGARVIE BLYTHE J - Form 4

MCGARVIE	BLYTHE J									
Form 4										
February 03,	2009									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box if no longer								Expires:	January 31,	
subject to		ENT OF CHAN	GES IN BENEFICIAL OW SECURITIES				NERSHIP OF	Estimated	ted average	
	Section 16.							burden hou	irs per	
Form 4 or Form 5		want to Continu 1	(a) = f + b	. C	F .		A -t -f 1024	response 0.		
obligation		uant to Section 1) of the Public Ut						n		
may conti	nue.	30(h) of the In	•	•	• •			11		
See Instru 1(b).	ction	50(ii) of the in	vestment	Company	y Act	. 01 1 7				
1(0).										
(Print or Type R	(esponses)									
1. Name and Address of Reporting Person [*] _2. Issuer Name and Ticker or Trading 5. Relationship of Re							f Reporting Per	son(s) to		
MCGARVIE	Symbol	Symbol Viacom Inc. [VIA, VIAB]				Issuer (Check all applicable)				
	Viacom									
(Last) (First) (Middle) 3.			3. Date of Earliest Transaction							
		(Month/Day/Year) 01/31/2009 4. If Amendment, Date Original				_X_Director10% Owner Officer (give titleOther (specify below)below)				
1515 BROADWAY										01/31/2
(Street) 4.						4. If Ame	6. Individual or Joint/Group Filing(Check			
Filed(M			l(Month/Day/Year)				Applicable Line)			
_X_Form filed by O						One Reporting Person Iore than One Reporting				
NEW YORK	K, NY 10036						Person		-F8	
(City)	(State) (2	Zip) Tabl	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	emed 3. 4. Securities				5. Amount of	6. Ownership 7. Nature	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Code Disposed of (D)			Securities		Indirect		
(Instr. 3)		any (Month/Day/Year)				•	(D) or Indirect (I)	Beneficial Ownership		
	(1130.0)				Following	Instr. 4)	(Instr. 4)			
		(A)			Reported					
					or		Transaction(s) (Instr. 3 and 4)			
a 1 -			Code V	Amount	(D)	Price	(mout 5 and 4)			
Class B	01/01/0000		M	1,421			1 401	D		
Common	01/31/2009		Μ	(1)	А	<u>(1)</u>	1,421	D		
Stock										

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.

 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. Transactio Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha
Director Stock Option (Right to Buy) (2)	\$ 14.75	01/31/2009		А	3,171		<u>(3)</u>	01/31/2019	Class B Common Stock	3,
Restricted Share Units (4)	<u>(5)</u>	01/31/2009		А	3,728		01/31/2010(5)	(5)	Class B Common Stock	3,
Restricted Share Units (4)	<u>(1)</u>	01/31/2009		М		1,421	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	1,

Edgar Filing: MCGARVIE BLYTHE J - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCGARVIE BLYTHE J 1515 BROADWAY NEW YORK, NY 10036	Х						
Signatures							

/s/ Michael D. Fricklas, Attorney-in-Fact for Blythe J. 02/03/2009 **McGarvie** **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).
- Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2009 upon vesting of previously granted (1) Restricted Share Units. On the date of vesting, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$14.75 per share.
- (2) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- (3) These options vest annually in three equal installments beginning on January 31, 2010.
- (4) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.
- The Restricted Share Units will vest on January 31, 2010 and will be settled by delivery of a corresponding number of shares of the (5) Issuer's Class B common stock upon vesting, unless the Reporting Person has elected to defer settlement.

Edgar Filing: MCGARVIE BLYTHE J - Form 4

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.