

FRICKLAS MICHAEL D
Form 4
August 09, 2012

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 *
FRICKLAS MICHAEL D

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)
08/03/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, General Counsel and Secy

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	(A) or (D)	Price
Class B Common Stock	08/03/2012		G	V	5,779	D	<u>(1)</u> 23,109 <u>(2)</u>
Class B Common Stock	08/07/2012		M		105,640	A	\$ 47.1493 128,749
Class B Common Stock	08/07/2012		S		105,640	D	\$ 49.3336 <u>(3)</u> 23,109
Class B Common	08/08/2012		S		23,109	D	\$ 0 49.1199

Director 10% Owner Officer

Other

FRICKLAS MICHAEL D
1515 BROADWAY
NEW YORK, NY 10036

EVP, General Counsel and Secy

Signatures

/s/ Michael D.
Fricklas

08/09/2012

**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) Bona fide gifts by the Reporting Person for no consideration.

(2) On August 2, 2012, 5,779 shares were distributed by the Reporting Person's grantor retained annuity trust ("GRAT") to the Reporting Person's direct holdings in satisfaction of a mandatory annuity payment.

The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.25 to \$49.445, 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) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$48.72 to \$49.29, 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.

(4) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.04 to \$49.05, 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.

(5) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.

(6) Current.

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.