

REDSTONE SUMNER M
Form 4
January 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
REDSTONE SUMNER M

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)
12/29/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------------|
| Class A Common Stock | 12/29/2010 | | C | V | Amount 348,000 (D) <u>(1)</u> | Price 41,084,282 | I | By NAI and NAI EH <u>(2)</u> |
| Class A Common Stock | | | | | 40 | D | | |
| Class B Common Stock | 12/29/2010 | | C | V | Amount 348,000 (A) <u>(1)</u> | Price 348,000 | I | By NAI <u>(3)</u> |
| Class B Common Stock | 10/12/2010 | | G | V | Amount 2,406 (D) <u>(4)</u> | Price 4,980 | D | |

Stock

| | | | | | | | | |
|----------------------------|------------|---|---|-------|---|-----|-------|---|
| Class B Common Stock | 10/19/2010 | G | V | 2,978 | D | (4) | 2,002 | D |
| Class B Common Stock | 10/25/2010 | G | V | 186 | D | (4) | 1,816 | D |
| Class B Common Stock | 11/09/2010 | G | V | 520 | D | (4) | 1,296 | D |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REDSTONE SUMNER M 1515 BROADWAY NEW YORK,, NY 10036 | X | X | Chairman of the Board | |
| NATIONAL AMUSEMENTS INC /MD/ 846 UNIVERSITY AVENUE NORWOOD,, MA 02062-2631 | X | X | | |
| | X | X | | |

NAI Entertainment Holdings LLC
846 UNIVERSITY AVENUE
NORWOOD,, MA 02062

Signatures

By: /s/ Michael D. Fricklas, Attorney-in-Fact for Sumner M. Redstone

01/03/2011

__Signature of Reporting Person

Date

By: /s/ Richard J. Sherman, Vice-President for National Amusements Inc.

12/29/2010

__Signature of Reporting Person

Date

By: /s/ Richard J. Sherman, Vice-President for NAI Entertainment Holdings
LLC

12/29/2010

__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 Class A common stock were converted to shares of Class B common stock on a one-to-one basis for no consideration pursuant to the terms of the Class A common stock under the Issuer's Amended and Restated Certificate of Incorporation.

Of these securities, (i) 26,754,721 shares are owned directly by National Amusements, Inc. (NAI) and (ii) 14,329,561 shares are owned directly by NAI Entertainment Holdings LLC (NAI EH), a wholly-owned subsidiary of NAI. The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI, and such shares, as well as the shares owned directly by NAI, may also be deemed to be

(2) beneficially owned by Sumner M. Redstone, who is the controlling stockholder of NAI. Since the date of the Reporting Persons' last Form 4 report, all shares previously reported as directly owned by NAIRI, Inc., a wholly-owned subsidiary of NAI, were transferred to NAI and a portion of such shares were transferred by NAI to its subsidiary NAI EH, in each case for no consideration in connection with an internal corporate reorganization.

(3) These securities are owned directly by NAI and may also be deemed to be beneficially owned by Sumner M. Redstone, who is the controlling stockholder of NAI.

(4) Bona fide gift(s) by the Reporting Person 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.

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