

Viacom Inc.  
Form 4  
May 25, 2016

**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 \*  
DAUMAN PHILIPPE P

(Last) (First) (Middle)  
1515 BROADWAY  
(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec Chmn, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |           |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|-----------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |  |           |   |           |
| Class B Common Stock            | 05/23/2016                           |  | M                              |   | 27,060<br>(1)   | A  | \$ 35.26                                   | 1,296,839 | D |           |
| Class B Common Stock            |                                      |  |                                |   |   |  |  | 989       | I | By 401(k) |

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

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SEC 1474 (9-02)

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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 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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy) <sup>(2)</sup> | \$ 35.26   | 05/23/2016                           |  | M                              | 27,060 <sup>(1)</sup>   | <sup>(3)</sup> 06/04/2016                                | Class B Common Stock 27,060                                   |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| DAUMAN PHILIPPE P<br>1515 BROADWAY<br>NEW YORK, NY 10036 | X             |           | Exec Chmn, President and CEO |       |

## Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Philippe P. Dauman  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person  
 05/25/2016  
 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 reported transaction is a "net settlement" of options that would have expired on June 4, 2016. No shares were sold. Viacom withheld
- (1) shares with a market value on the date of exercise equal to the aggregate exercise price of the options and withholding tax obligations. Options to acquire 521,739 shares were exercised, the market price on the date of grant was \$39.95 and 494,679 shares were withheld.
  - (2) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of April 12, 2007, for no consideration.
  - (3) 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.