

Lea DeDe
Form 4
August 26, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Lea DeDe

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)
08/25/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, Government Relations

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 | (D) | Price |
| Class B Common Stock | 08/25/2011 | | M | | 30,063 | A | \$ 36.78 34,479 |
| Class B Common Stock | 08/25/2011 | | S | | 30,063 | D | \$ 43.8721 4,416 <u>(1)</u> |
| Class B Common Stock | 08/25/2011 | | M | | 19,284 | A | \$ 35.26 23,700 |
| Class B Common | 08/25/2011 | | S | | 19,284 | D | \$ 43.992 4,416 <u>(1)</u> |

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Stock

Class B

Common Stock 08/25/2011 M 6,110 A \$ 32.55 10,526 D

Class B

Common Stock 08/25/2011 S 6,110 D \$ 43.9338 4,416 D
(1)

Class B

Common Stock 979 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. 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) ⁽²⁾ | \$ 36.78 | 08/25/2011 | | M | 30,063 | ⁽³⁾ 05/24/2014 | Class B Common Stock 30,063 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 35.26 | 08/25/2011 | | M | 19,284 | ⁽³⁾ 06/04/2016 | Class B Common Stock 19,284 |
| Employee Stock Option (Right to Buy) ⁽⁷⁾ | \$ 32.55 | 08/25/2011 | | M | 6,110 | ⁽³⁾ 06/08/2018 | Class B Common Stock 6,110 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lea DeDe 1515 BROADWAY NEW YORK, NY 10036 | | | EVP, Government Relations | |

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for
DeDe Lea

08/26/2011

 **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 \$43.87 to \$44.05, 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.
- (2) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan.
- (3) Current.
- (4) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.
- (5) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of April 12, 2007.
- (6) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of April 12, 2007, for no consideration.
- (7) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008.
- (8) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008, 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.