

Davis Wade
 Form 3
 December 06, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Davis Wade | | (Month/Day/Year) | Viacom Inc. [VIA, VIAB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/27/2012 | | |
| 1515 BROADWAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, CFO | |
| NEW YORK,Â NYÂ 10036 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class B Common Stock | 33 | D | Â |
| Class B Common Stock | 479 | I | By 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|-------------------|-------------------|----------------------|----------------------------|--------------------|---------------------------------------|---|
| Class B Phantom Common Stock Units ⁽¹⁾ | Â ⁽¹⁾ | Â ⁽¹⁾ | Class B Common Stock | 1,365 | \$ ⁽¹⁾ | D | Â |
| Employee Stock Option (Right to Buy) ⁽²⁾ | Â ⁽³⁾ | 06/04/2016 | Class B Common Stock | 3,650 | \$ 35.26 | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | Â ⁽⁵⁾ | 06/03/2017 | Class B Common Stock | 9,160 | \$ 22.7 | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | Â ⁽⁶⁾ | 06/08/2018 | Class B Common Stock | 24,440 | \$ 32.55 | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁷⁾ | Â ⁽⁸⁾ | 05/25/2019 | Class B Common Stock | 24,476 | \$ 49.95 | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁷⁾ | Â ⁽⁹⁾ | 05/23/2020 | Class B Common Stock | 33,597 | \$ 47.21 | D | Â |
| Restricted Share Units ⁽⁴⁾ | Â ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Class B Common Stock | 3,965 | \$ ⁽¹⁰⁾ | D | Â |
| Restricted Share Units ⁽⁴⁾ | Â ⁽¹¹⁾ | Â ⁽¹¹⁾ | Class B Common Stock | 5,530 | \$ ⁽¹¹⁾ | D | Â |
| Restricted Share Units ⁽⁷⁾ | Â ⁽¹²⁾ | Â ⁽¹²⁾ | Class B Common Stock | 6,306 | \$ ⁽¹²⁾ | D | Â |
| Restricted Share Units ⁽⁷⁾ | Â ⁽¹³⁾ | Â ⁽¹³⁾ | Class B Common Stock | 10,803 | \$ ⁽¹³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis Wade 1515 BROADWAY NEW YORK, NY 10036 | Â | Â | Â EVP, CFO | Â |

Signatures

/s/ Wade Davis

12/06/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Phantom Common Stock Units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the Viacom Excess 401(k) Plan for Designated Senior Executives. Each Viacom Class B Phantom Stock Unit is the economic equivalent of one share of the Issuer's Class B Common Stock.
- (1) Phantom Common Stock Units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the Viacom Excess 401(k) Plan for Designated Senior Executives. Each Viacom Class B Phantom Stock Unit is the economic equivalent of one share of the Issuer's Class B Common Stock.
 - (2) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan for no consideration.
 - (3) Current.
 - (4) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008, for no consideration.
 - (5) The remaining Stock Options, originally granted on June 3, 2009, will vest on June 3, 2013.
 - (6) The remaining Stock Options, originally granted on June 8, 2010, will vest in two equal annual installments beginning on June 8, 2013.
 - (7) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated January 1, 2011, for no consideration.
 - (8) The remaining Stock Options, originally granted on May 25, 2011, will vest in three equal annual installments beginning on May 25, 2013.
 - (9) The Stock Options were granted on May 23, 2012 and will vest in four equal annual installments beginning on May 23, 2013.
 - (10) The remaining Restricted Share Units, originally granted on June 3, 2009, will vest on June 3, 2013 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting.
 - (11) The remaining Restricted Share Units, originally granted on June 8, 2010, will vest in two equal annual installments beginning on June 8, 2013 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting.
 - (12) The remaining Restricted Share Units, originally granted on May 25, 2011, will vest in three equal annual installments beginning on May 25, 2013 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting.
 - (13) The Restricted Share Units were granted on May 23, 2012, will vest in four equal annual installments beginning on May 23, 2013 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting.

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.