

VIACOM INC.
Reported by
GILL CHAREST KATHERINE

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/22/17 for the Period Ending 05/18/17

Address	1515 BROADWAY NEW YORK, NY 10036
Telephone	2122586000
CIK	0001339947
Symbol	VIA
SIC Code	4841 - Cable and Other Pay Television Services
Industry	Entertainment Production
Sector	Consumer Cyclical
Fiscal Year	09/30

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Gill Charest Katherine (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director _____ 10% Owner ___ X ___ Officer (give title below) _____ Other (specify below) SVP, Controller
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/18/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/18/2017		M		1254	A	(1)	8151 (2)	D	
Class B Common Stock	5/18/2017		F		463 (3)	D	\$33.99	7688	D	
Class B Common Stock								554	I	By 401(k)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units (4)	(1)	5/18/2017		M		1254		(1)	(1)	Class B Common Stock	1254	(4)	3764	D	
Employee Stock Option (Right to Buy) (4)	\$33.99	5/18/2017		A		19062		(5)	5/18/2025	Class B Common Stock	19062	(4)	19062	D	
Restricted Share Units (4)	(6)	5/18/2017		A		5737		(6)	(6)	Class B Common Stock	5737	(4)	5737	D	

Explanation of Responses:

- (1) These shares were issued on May 18, 2017 upon vesting of the first of four equal annual installments of Restricted Share Units ("RSUs") that were granted on May 18, 2016. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$33.99 per share.
- (2) Includes shares of Class B Common Stock acquired by the executive officer in connection with a dividend reinvestment program exempt from Section 16(a).
- (3) These shares were withheld by Viacom to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.
- (4) Granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.
- (5) These Stock Options will vest in four equal annual installments beginning on May 18, 2018.
- (6) These RSUs will vest in four equal annual installments beginning on May 18, 2018 and a corresponding number of Class B shares, net of any shares withheld by Viacom to satisfy tax liability incident to the vesting of the RSUs, will be delivered on each vest date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gill Charest Katherine 1515 BROADWAY NEW YORK, NY 10036			SVP, Controller	

Signatures

/s/ Christa A. D'Alimonte, Attorney-in-Fact for Katherine Gill-Charest

—Signature of Reporting Person

5/22/2017

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

VIACOM INC.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby constitutes and appoints Christa A. D'Alimonte to be her true and lawful attorney-in-fact and agent to execute and file for and on behalf of the undersigned (i) any reports on Forms 3, 4, 5 and, if applicable, 144 (including any amendments thereto and any successors to such Forms) with respect to ownership of securities of Viacom Inc. (the "Company") that the undersigned may be required to file with the Securities and Exchange Commission in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and/or Rule 144 under the Securities Act of 1933, and (ii) as necessary, any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to file such reports electronically.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and/or Rule 144 under the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and, if applicable, 144 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of April, 2017.

/s/ Katherine Gill-Charest

Katherine Gill-Charest