

**VIACOM INC.**  
Reported by  
**PHILLIPS JR CHARLES E**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/02/17 for the Period Ending 01/31/17

Address 1515 BROADWAY  
NEW YORK, NY 10036  
Telephone 2122586000  
CIK 0001339947  
Symbol VIA  
Fiscal Year 09/30

# FORM 4

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

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>PHILLIPS JR CHARLES E</b>			<b>Viacom Inc. [ VIA, VIAB ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>1515 BROADWAY</b>			<b>1/31/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10036</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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	1/31/2017		M		3834	(1)	A	(1)	27198	D
Class B Common Stock	1/31/2017		A		109	(2)	A	(2)	27307	D

**Table II - Derivative Securities 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. 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 (3)	(4)	1/31/2017		A		4152		(4)	(4)	Class B Common Stock	4152	(3)	4152	D	
Restricted Share Units (5)	(1)	1/31/2017		M		3834		(1)	(1)	Class B Common Stock	3834	(5)	0	D	

**Explanation of Responses:**

- ( These shares represent Restricted Share Units ("RSUs") that were granted on January 31, 2016 and that vested on January 31, 2017, but which have not been received because the director elected to defer receipt. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$42.14 per share.
- ( These shares reflect dividend equivalents that accrued on the RSUs prior to vesting and that were reinvested in Class B common stock upon vesting, but which have not been received because the director elected to defer receipt.
- ( Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of January 1, 2016, and as further amended and restated as of October 31, 2016, for no consideration.
- ( These Restricted Share Units will vest on January 31, 2018 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.
- ( Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of January 1, 2016, for no consideration.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>PHILLIPS JR CHARLES E 1515 BROADWAY NEW YORK, NY 10036</b>	<b>X</b>			

**Signatures**

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.

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