

**VIACOM INC.**  
Reported by  
**GILL CHAREST KATHERINE**

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

Filed 02/02/18 for the Period Ending 01/31/18

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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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Gill Charest Katherine</b>  (Last) (First) (Middle)  <b>1515 BROADWAY</b>  (Street)  <b>NEW YORK, NY 10036</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Viacom Inc. [ VIA, VIAB ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>SVP, Controller</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/31/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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			

**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				
<b>Employee Stock Option (Right to Buy) (1)</b>	\$33.42	1/31/2018		A		13198		(2)	1/31/2026	Class B Common Stock	13198	(1)	13198	D	
<b>Restricted Share Units (1)</b>	(3)	1/31/2018		A		5835		(3)	(3)	Class B Common Stock	5835	(1)	5835	D	

**Explanation of Responses:**

- (1) Granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.
- (2) These Stock Options will vest in four equal annual installments beginning on January 31, 2019.
- (3) These Restricted Share Units ("RSUs") will vest in four equal annual installments beginning on January 31, 2019 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
<b>Gill Charest Katherine 1515 BROADWAY NEW YORK, NY 10036</b>			<b>SVP, Controller</b>	

**Signatures**

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

**2/2/2018**

\*\*Signature of Reporting Person

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.

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