

MCGARVIE BLYTHE J

Form 4

February 02, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
MCGARVIE BLYTHE J2. 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)
01/31/2010☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Ownership (Instr. 4)
Class B Common Stock	01/31/2010		M	3,728 (1) A	5,149	D	

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)**

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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Director Stock Option (Right to Buy) ⁽²⁾	\$ 29.14	01/31/2010		A	3,171	⁽³⁾ 01/31/2020	Class B Common Stock 3,
Restricted Share Units ⁽⁴⁾	⁽⁵⁾	01/31/2010		A	1,887	01/31/2011 ⁽⁵⁾ ⁽⁵⁾	Class B Common Stock 1,
Restricted Share Units ⁽⁴⁾	⁽¹⁾	01/31/2010		M	3,728	⁽¹⁾ ⁽¹⁾	Class B Common Stock 3,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCGARVIE BLYTHE J 1515 BROADWAY NEW YORK, NY 10036	X

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for Blythe J.
McGarvie 02/02/2010

 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).

Shares of the Issuer's Class B common stock were issued to the Reporting Person on January 31, 2010 upon vesting of previously granted

- (1) Restricted Share Units. On the date of vesting, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$29.14 per share.
- (2) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- (3) These options vest annually in three equal installments beginning on January 31, 2011.
- (4) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.
- (5) The Restricted Share Units will vest on January 31, 2011 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B common stock upon vesting, unless the Reporting Person has elected to defer settlement.

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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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