

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 *

Davis Wade

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/27/2012

3. Issuer Name **and** Ticker or Trading Symbol
Viacom Inc. [VIA, VIAB]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

1515 BROADWAY

(Street)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 EVP, CFO

6. Individual or Joint/Group
 Filing(Check Applicable Line)
☒ Form filed by One Reporting
 Person
 ____ Form filed by More than One
 Reporting Person

NEW YORK, NY 10036

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

A

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)

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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
Derivative5. 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.

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