

MAY THOMAS J
Form 4
February 04, 2019

FORM 4

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

OMB APPROVAL

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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, 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 *
MAY THOMAS J

2. 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)
01/31/2019

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)
			Code	V	Amount (A) or (D) Price		
Class B Common Stock	01/31/2019		M		5,236 (1)	A	(1) 9,568 D
Class B Common Stock	01/31/2019		A		142 (2)	A	(2) 9,710 D

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or 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. 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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units ⁽³⁾	(4)	01/31/2019		A	5,948	(4)	(4)			Class B Common Stock	5,948
Restricted Share Units ⁽³⁾	(1)	01/31/2019		M	5,236	(1)	(1)			Class B Common Stock	5,236

Reporting Owners

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

Signatures

/s/ Christa A. D'Alimonte, Attorney-in-Fact for Thomas J. May	02/04/2019
<u> </u> **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).
- (1) These shares represent Restricted Share Units ("RSUs") that were granted on January 31, 2018 and that vested on January 31, 2019, 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 \$29.42 per share.
 - (2) 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.
 - (3) 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.
 - (4) These RSUs will vest on January 31, 2020 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.