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Kraft Robert F Form 4	K										
February 02, 2	2010										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL		
		ITIES Al hington, 1		COMMISSION	OMB Number:	3235-0287					
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruc 1(b).	Filed pu	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								Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type Re	sponses)										
1. Name and Address of Reporting Person <u>*</u> Kraft Robert K			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)	3. Date of Earliest Transaction				(Check an applicable)				
1515 BROADWAY			(Month/Day/Year) 01/31/2010					X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK	, NY 10036								More than One R		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if 'Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	l (A) c l of (D))	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Class B Common Stock	01/31/2010			М	3,728 (1)	A	<u>(1)</u>	7,826	D		
Class B Common Stock								50,800	Ι	By KPC US Equity LLC (2)	

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

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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. Transactio Code (Instr. 8)	5. Number onDerivative Securities Acquired Disposed (Instr. 3, 4 5)	ve s l (A) or l of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha
Director Stock Option (Right to Buy) (3)	\$ 29.14	01/31/2010		А	3,171		<u>(4)</u>	01/31/2020	Class B Common Stock	3,
Restricted Share Units (5)	<u>(6)</u>	01/31/2010		А	1,887		01/31/2011 <u>(6)</u>	<u>(6)</u>	Class B Common Stock	1,
Restricted Share Units (5)	<u>(1)</u>	01/31/2010		М		3,728	<u>(1)</u>	(1)	Class B Common Stock	3,

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
Kraft Robert K 1515 BROADWAY NEW YORK, NY 10036	х			
Signatures				
/s/ Michael D. Fricklas, Attorn Kraft	02/02/2010			
<u>**</u> Signature of Report	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) Shares are owned directly by KPC US Equity LLC, which is under the sole control of the reporting person, and may be deemed to be beneficially owned by the reporting person.

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- (3) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- (4) These options vest annually in three equal installments beginning on January 31, 2011.
- (5) Granted under the Viacom Inc. 2006 RSU Plan for Outside Directors for no consideration.
- (6) 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.

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.