ABRAMS GEORGE S

Form 4

October 05, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box 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 * ABRAMS GEORGE S

1515 BROADWAY

(Last)

1.Title of

Security

(Instr. 3)

(Street)

NEW YORK, NY 10036

(First) (Middle)

(Month/Day/Year) 10/01/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

Securities

Beneficially

(City) (State) (Zip)

2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if Code

(Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. 4. TransactionNumber Code of (Instr. 8) Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price o **Underlying Securities** (Instr. 3 and 4)

Derivativ Security (Instr. 5)

Edgar Filing: ABRAMS GEORGE S - Form 4

	Derivative Security				Acqu (A) c	oosed O) er. 3,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Phantom Common Stock Units	<u>(1)</u>	10/01/2010	A		53		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	53	\$ 40.37
Class B Phantom Common Stock Units	<u>(1)</u>	10/01/2010	A		59		<u>(1)</u>	<u>(1)</u>	Class B Common Stock	59	\$ 36.39

Reporting Owners

Reporting Owner Name / Address	Relationships							
Topolong of not I tune / I tune os	Director	10% Owner	Officer	Other				
ABRAMS GEORGE S 1515 BROADWAY NEW YORK, NY 10036	X							

Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for George S.
Abrams

**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).

Represents cash dividends and interest credited during the previous quarter on director compensation previously deferred pursuant to the former Viacom Inc. (now CBS Corporation) deferred compensation arrangement for directors. These amounts are deemed invested

(1) quarterly in a number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such amounts, if invested as equally as possible in the Class A and Class B Common Stock, would have purchased on the day the amounts are deemed invested. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.

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.

Reporting Owners 2