

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Davis Wade</u>			2. Issuer Name and Ticker or Trading Symbol <u>Viacom Inc. [ VIA, VIAB ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <u>EVP, CFO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>1515 BROADWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>NEW YORK</u>	<u>NY</u>	<u>10036</u>	(City)	(State)			

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Class B Common Stock</u>	<u>05/18/2017</u>		<u>M</u>		<u>8,685</u>	<u>A</u>	<u>(1)</u>	<u>50,579<sup>(2)</sup></u>	<u>D</u>	
<u>Class B Common Stock</u>	<u>05/18/2017</u>		<u>F</u>		<u>3,579<sup>(3)</sup></u>	<u>D</u>	<u>\$33.99</u>	<u>47,000</u>	<u>D</u>	
<u>Class B Common Stock</u>								<u>530</u>	<u>I</u>	<u>By 401(k)</u>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Restricted Share Units<sup>(4)</sup></u>	<u>(1)</u>	<u>05/18/2017</u>		<u>M</u>		<u>8,685</u>		<u>(1)</u>	<u>(1)</u>	<u>Class B Common Stock</u>	<u>8,685</u>	<u>(4)</u>	<u>26,055</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)<sup>(4)</sup></u>	<u>\$33.99</u>	<u>05/18/2017</u>		<u>A</u>		<u>131,965</u>		<u>(5)</u>	<u>05/18/2025</u>	<u>Class B Common Stock</u>	<u>131,965</u>	<u>(4)</u>	<u>131,965</u>	<u>D</u>	
<u>Restricted Share Units<sup>(4)</sup></u>	<u>(6)</u>	<u>05/18/2017</u>		<u>A</u>		<u>39,718</u>		<u>(6)</u>	<u>(6)</u>	<u>Class B Common Stock</u>	<u>39,718</u>	<u>(4)</u>	<u>39,718</u>	<u>D</u>	

**Explanation of Responses:**

- These shares were issued on May 18, 2017 upon vesting of the first of four equal annual installments of Restricted Share Units ("RSUs") that were granted on May 18, 2016. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$33.99 per share.
- Includes shares of Class B Common Stock acquired by the executive officer in connection with a dividend reinvestment program exempt from Section 16(a).
- These shares were withheld by Viacom to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.
- Granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.
- These Stock Options will vest in four equal annual installments beginning on May 18, 2018.
- These RSUs will vest in four equal annual installments beginning on May 18, 2018 and a corresponding number of Class B shares, net of any shares withheld by Viacom to satisfy tax liability incident to the vesting of the RSUs, will be delivered on each vest date.

**Remarks:**

/s/ Christa A. D'Alimonte,  
Attorney-in-Fact for Wade 05/22/2017  
Davis

\*\* Signature of Reporting Person Date

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

\* 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).

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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