FOLTA CARL D Form 4 January 28, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * FOLTA CARL D			2. Issuer	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			iacom	Inc. [VIA	, VIAB]	(Check all applicable)				
(Last)	(First) (N	Middle) 3.	Date of	Earliest Tra	ansaction					
1515 BROA	DWAY	`	Month/Da 1/26/20	•		DirectorX Officer (given below)	e title Other below)			
						· · · · · · · · · · · · · · · · · · ·	orate Communi	cations		
(Street) 4.				dment, Da	te Original	6. Individual or Joint/Group Filing(Check				
	Fil	led(Mont	h/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORK	X, NY 10036					•	More than One Re			
(City)	(State)	(Zip)	Table	I - Non-D	erivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	d	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
Security (Month/Day/Year) Execution		Execution D	Date, if	Transaction(A) or Disposed of		Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(D)	Beneficially	(D) or	Beneficial		
		(Month/Day	y/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			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)
Class B Common Stock	01/26/2009	M	687	A	<u>(1)</u>	1,920	D	
Class B Common Stock	01/26/2009	F	275	D	\$ 15.1	1,645	D	
Class B Common Stock						708	I	By 401(k)

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

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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	2.	3. Transaction Date				6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti		Expiration Date		Underlying Securities		Derivat
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (2)	<u>(1)</u>	01/26/2009		M	687	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	687	<u>(2)</u>

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

FOLTA CARL D 1515 BROADWAY NEW YORK, NY 10036

**EVP**, Corporate Communications

### **Signatures**

/s/ Carl D. Folta 01/28/2009 \*\*Signature of Date Reporting Person

#### **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 26, 2009 upon vesting of the last of four (1) equal annual installments of previously granted Restricted Share Units. On January 26, 2009, the closing price of the Issuer's Class B common stock on the New York Stock Exchange was \$15.10 per share.
- Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated April 12, 2007, for no

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.

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