Lea DeDe Form 4 February 14, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number:

5. Relationship of Reporting Person(s) to

D

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971

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

obligations

**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

2. Issuer Name and Ticker or Trading

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

1(b).

Stock Class B Common

Stock Class B Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

02/10/2011

Lea DeDe	1	-	Symbol		a ricker of fracing			Issuer			
(Last) (First) (Middle)			Viacom	Viacom Inc. [VIA, VIAB]				(Check all applicable)			
			3. Date of Earliest Transaction					, 11			
` ` ` ` `			(Month/D 02/10/20	n/Day/Year) 1/2011				Director 10% Owner Symbol Other (specify below) below)  EVP, Government Relations			
(Street) 4. If			4. If Ame	. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed			Filed(Mor	iled(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10036								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction D	ate 2A. Dee	emed 3. 4. Securities Acquired			cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Yea		on Date, if	, , , , ,			` ′	Securities	Form: Direct	Indirect	
(Instr. 3)		(Month)	Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)				Beneficial Ownership		
		(IVIOIIII)	Day/ I car)	(msu. o)				Owned	muncet (1)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Class B				Code V	Amount	or	Price	Reported Transaction(s)	(Instr. 4)	(Instr. 4)	

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

S

4,580

By 401(k)

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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 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (1)	\$ 22.7	02/10/2011		M	4,580	(2)	06/03/2017	Class B Common Stock	4,580

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lea DeDe

1515 BROADWAY NEW YORK, NY 10036

EVP, Government Relations

## **Signatures**

/s/ Michael D. Fricklas, Attorney-in-Fact for DeDe Lea

02/14/2011

Date

\*\*Signature of 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).
- (1) Right to buy under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008.
- (2) Current.
- (3) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated December 2, 2008, for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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