

Goldberg Leonard
Form 4
February 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
Goldberg Leonard

(Last) (First) (Middle)
51 WEST 52ND STREET
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CBS CORP [CBS, CBS.A]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| CBS Class B common stock | 01/31/2009 | | M | | 2,977 | A | Ⓛ 4,918 ⁽²⁾ | D | |
| CBS Class B common stock | 01/31/2009 | | A | | 552 ⁽³⁾ | A | Ⓛ 5,470 | D | |
| CBS Class B common stock | | | | | 5,000 | | | I | By Trust 1 |
| CBS Class B common stock | | | | | 450 | | | I | By Trust 2 ⁽⁴⁾ |

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

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(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. 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 Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Director Stock Option (right to buy) ⁽⁵⁾ | \$ 5.72 | 01/31/2009 | | A | 5,093 | ⁽⁶⁾ 01/31/2019 | CBS Class B common stock 5,093 |
| Restricted Share Units ⁽⁷⁾ | ⁽⁸⁾ | 01/31/2009 | | M | 2,977 | ⁽⁸⁾ ⁽⁸⁾ | CBS Class B common stock 2,977 |
| Restricted Share Units ⁽⁹⁾ | ⁽¹⁰⁾ | 01/31/2009 | | A | 13,112 | 01/31/2010 ⁽¹⁰⁾ | CBS Class B common stock 13,112 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldberg Leonard 51 WEST 52ND STREET NEW YORK, NY 10019 | X | | | |

Signatures

/s/ Goldberg,
Leonard 02/03/2009

**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).
- (1) On January 30, 2009, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$5.72.
- (2) Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
- (3) Acquired in connection with the settlement of Restricted Share Units upon which dividend equivalents accrued prior to vesting.
- (4) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- (5) Right to buy under Issuer's stock option plan for outside directors. A portion of this grant (1,075 stock options) is subject to shareholder approval of amendments to the plan at the 2009 Annual Meeting of Stockholders.
- (6) These options vest in three equal annual installments beginning on January 31, 2010.
- (7) Granted under the Issuer's 2005 RSU Plan for Outside Directors.
- (8) The Restricted Share Units vested on January 31, 2009 and were settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock.
- (9) Granted under the Issuer's RSU plan for outside directors. A portion of this grant (2,767 Restricted Share Units) is subject to shareholder approval of amendments to the plan at the 2009 Annual Meeting of Stockholders.
- (10) The Restricted Share Units will vest on January 31, 2010 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.