

CBS CORP  
Form 4  
June 02, 2006

**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 \*  
GORDON SUSAN C

(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)  
06/01/2006

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)  
SVP, Controller & CAO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| CBS Class B common stock        | 06/01/2006                           |  | A                              |   | 56,995<br>(1)   | A  | \$<br>24.93<br>(1)                                    |
| CBS Class B common stock        |                                      |  |                                |   |   | I  | 1,223<br>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)

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**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                              |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 32.93   | 06/01/2006                           |  | D                              | 63,671  | <sup>(3)</sup> 08/01/2009                                | CBS Class B common stock 63,671                               |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 54.97   | 06/01/2006                           |  | D                              | 6,367   | <sup>(3)</sup> 08/01/2010                                | CBS Class B common stock 6,367                                |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 43.35   | 06/01/2006                           |  | D                              | 50,937  | <sup>(3)</sup> 01/31/2011                                | CBS Class B common stock 50,937                               |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 31.02   | 06/01/2006                           |  | D                              | 76,406  | <sup>(3)</sup> 01/30/2012                                | CBS Class B common stock 76,406                               |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 40.43   | 06/01/2006                           |  | D                              | 31,835  | <sup>(3)</sup> 03/20/2012                                | CBS Class B common stock 31,835                               |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 29.35   | 06/01/2006                           |  | D                              | 70,701  | <sup>(5)</sup> 01/26/2013                                | CBS Class B common stock 70,701                               |
| Employee Stock Option (right to                     | \$ 30.88   | 06/01/2006                           |  | D                              | 95,507  | <sup>(3)</sup> 01/29/2013                                | CBS Class B common stock 95,507                               |

