

MOONVES LESLIE  
Form 4  
February 04, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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).

**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 \*  
MOONVES LESLIE

(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)  
01/31/2008

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)  
President & CEO

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 or Price (A) or (D)                                                                    |                                                          |                                   |           |   |           |
| CBS Class B common stock        | 01/31/2008                           |                                                    | M                              |                                                                   | 42,776                                                                                        | A                                                        | \$ 25.2                           | 1,079,444 | D |           |
| CBS Class B common stock        | 01/31/2008                           |                                                    | F                              |                                                                   | 21,684                                                                                        | D                                                        | \$ 25.2                           | 1,057,760 | D |           |
| CBS Class B common stock        |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                   | 630       | I | By 401(k) |
| CBS Class B common              |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                   | 271       | I | By IRA    |

stock

|                                |     |   |                               |
|--------------------------------|-----|---|-------------------------------|
| CBS Class<br>B common<br>stock | 874 | I | By Spouse                     |
| CBS Class<br>B common<br>stock | 778 | I | By Spouse<br>- 401(k)<br>Plan |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | 8. P... Der... Sec... (Ins... |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                         | Amount or Number of Shares |
| Restricted Share Units <sup>(2)</sup>      | <u>(3)</u>                                             | 01/31/2008                           |                                                    | M                              | 42,776                                                                                  | <u>(3)</u>                                               | <u>(3)</u>                                                    | CBS Class B common stock      | 42,776                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                 |       |
|-------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                             | Director      | 10% Owner | Officer         | Other |
| MOONVES LESLIE<br>51 WEST 52ND STREET<br>NEW YORK, NY 10019 | X             |           | President & CEO |       |

## Signatures

/s/ Moonves,  
Leslie

02/04/2008

\*\*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 31, 2008, the closing price of the CBS Class B common stock on the NYSE was \$25.20.

(2) Granted under the Issuer's long term incentive plan.

(3) The restricted share units vest in three equal annual installments beginning on January 31, 2008 and are settled by delivery of a corresponding number of Issuer's Class B Common Stock upon vesting.

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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