

CBS CORP  
Form 4  
May 28, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
Ambrosio Anthony G

(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)  
05/25/2008

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)  
EVP, HR & Administration

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 Ownership (Instr. 4) |        |       |              |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|--------|-------|--------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |        |       |              |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                            |        |       |              |
| CBS Class B common stock        | 05/25/2008                           |                                                    | M                              |                                                                   | 2,247                                                                                         | A                                                        | \$ 1                                       | 32,804 | D (2) |              |
| CBS Class B common stock        | 05/25/2008                           |                                                    | F                              |                                                                   | 760                                                                                           | D                                                        | \$ 22.7                                    | 32,044 | D     |              |
| CBS Class B common stock        |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                            | 2,398  | I     | By 401(k)    |
| CBS Class B common              |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                            | 1      | I     | By Custodian |

stock

For Child

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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(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 (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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                | Date Exercisable                                         | Expiration Date                                               | Title                                                       | Amount or Number of Shares |
|                                            |                                                        |                                      |                                                    |                                |                                                                                | Code                                                     | V (A) (D)                                                     |                                                             |                            |
| Restricted Share Units <sup>(3)</sup>      | <sup>(4)</sup>                                         | 05/25/2008                           |                                                    | M                              | 2,247                                                                          | <sup>(4)</sup>                                           | <sup>(4)</sup>                                                | CBS Class B common stock                                    | 2,247                      |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                          |       |
|-----------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                  | Other |
| Ambrosio Anthony G<br>51 WEST 52ND STREET<br>NEW YORK, NY 10019 |               |           | EVP, HR & Administration |       |

## Signatures

/s/ Ambrosio,  
Anthony G. 05/27/2008

\*\*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 May 23, 2008, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$22.70.
- (2) Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.

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- (3) Granted under the Issuer's long term incentive plan.
- (4) The Restricted Share Units vest in four equal annual installments beginning on May 25, 2007 and are settled by delivery of a corresponding number of the Issuer's shares 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. 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.