

Goldberg Leonard  
Form 4  
February 04, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
01/31/2008

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)

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	01/31/2008		M		1,765 A 11	1,765	D
CBS Class B common stock	01/31/2008		A		66 (2) A 11	1,831	D
CBS Class B common stock						5,000	I By Trust 1
CBS Class B common stock						450	I By Trust 2 (3)

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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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Director Stock Option (right to buy) <sup>(4)</sup>	\$ 25.2	01/31/2008		A	5,093	<sup>(5)</sup>	01/31/2018	CBS Class B common stock	5,093
Restricted Share Units <sup>(6)</sup>	<sup>(7)</sup>	01/31/2008		M	1,765	<sup>(7)</sup>	<sup>(7)</sup>	CBS Class B common stock	1,765
Restricted Share Units <sup>(6)</sup>	<sup>(8)</sup>	01/31/2008		A	2,977	<sup>(8)</sup>	<sup>(8)</sup>	CBS Class B common stock	2,977

**Reporting Owners**

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

**Signatures**

By: /s/ Angeline C. Straka,  
Attorney-in-fact

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) Acquired in connection with the settlement of Restricted Share Units upon which dividend equivalents accrued prior to vesting.
- (3) 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.
- (4) Right to buy under Issuer's stock option plan for outside directors.
- (5) These options vest in three equal annual installments beginning on January 31, 2009.
- (6) Granted under the Issuer's 2005 RSU Plan for Outside Directors.
- (7) The Restricted Share Units vested on January 31, 2008 and were settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock.
- (8) The Restricted Share Units will vest on January 31, 2009 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.