

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Franks Martin D</b>			2. Issuer Name and Ticker or Trading Symbol <b>CBS CORP [ CBS, CBS.A ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <b>EVP, Planning, Policy&amp;Gov Affs</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2011</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<b>51 WEST 52ND STREET</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<b>NEW YORK</b>	<b>NY</b>	<b>10019</b>	(City)					(State)

**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	02/23/2011		M		15,206	A	\$0 <sup>(1)</sup>	85,115 <sup>(2)</sup>	D	
CBS Class B common stock	02/23/2011		A <sup>(3)</sup>		3,756	A	\$0.0000 <sup>(4)</sup>	88,871	D	
CBS Class B common stock	02/23/2011		F		8,766	D	\$21.76	80,105	D	
CBS Class B common stock								9,628	I	By 401(k)
CBS Class B common stock								852	I	By Spouse
CBS Class B common stock								1,547	I	By Spouse - 401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Performance Share Units <sup>(4)</sup>	<sup>(5)</sup>	02/23/2011		A <sup>(6)</sup>		2,586		03/06/2011 <sup>(5)</sup>	<sup>(5)</sup>	CBS Class B common stock	2,586	\$0.0000 <sup>(4)</sup>	2,586	D	
Restricted Share Units <sup>(4)</sup>	<sup>(7)</sup>	02/23/2011		A <sup>(8)</sup>		33,179		02/23/2011 <sup>(7)</sup>	<sup>(7)</sup>	CBS Class B common stock	33,179	\$0.0000 <sup>(4)</sup>	60,828	D	
Restricted Share Units <sup>(4)</sup>	<sup>(7)</sup>	02/23/2011		M		15,206		02/23/2011 <sup>(7)</sup>	<sup>(7)</sup>	CBS Class B common stock	15,206	\$0.0000	45,622	D	
Restricted Share Units <sup>(4)</sup>	<sup>(9)</sup>	02/23/2011		A		17,922		02/23/2012 <sup>(9)</sup>	<sup>(9)</sup>	CBS Class B common stock	17,922	\$0.0000 <sup>(4)</sup>	17,922	D	

**Explanation of Responses:**

- On February 23, 2011, the closing price of the CBS Class B common stock on the NYSE was \$21.76.
- Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
- Acquired in connection with the vesting of performance share units granted on February 28, 2008.
- Granted under the Issuer's long term incentive plan.
- These Performance Share Units (PSUs) vest on March 6, 2011 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- On February 23, 2011, the performance target associated with these PSUs was certified as having been achieved.
- These Restricted Share Units (RSUs) vest in four equal annual installments beginning February 23, 2011. The RSUs are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- On February 23, 2011, the performance target associated with these RSUs was certified as having been achieved.
- These Restricted Share Units (RSUs) vest in four equal annual installments beginning February 23, 2012. The RSUs are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Martin D. Franks 02/25/2011

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**