

**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

<b>1. Name and Address of Reporting Person*</b> <u>Ianniello Joseph R</u> (Last) (First) (Middle) <u>51 WEST 52ND STREET</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CBS CORP [ CBS, CBS.A ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Operating Officer</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/23/2017</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/23/2017		A <sup>(1)</sup>		13,551	A	\$0.0000 <sup>(2)</sup>	330,443	D	
CBS Class B common stock	02/23/2017		F		7,586	D	\$66.31	322,857	D	
CBS Class B common stock								4,088	I	By 401(k)
CBS Class B common stock								2,368	I	By Spouse - 401(k) Plan <sup>(3)</sup>

**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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy) <sup>(4)</sup>	\$66.31	02/23/2017		A		160,000		02/23/2018 <sup>(5)</sup>	02/23/2025	CBS Class B common stock	160,000	\$0.0000 <sup>(4)</sup>	160,000	D	
Restricted Share Units <sup>(6)</sup>	<sup>(7)</sup>	02/23/2017		A <sup>(8)</sup>		40,657		02/18/2018 <sup>(7)</sup>	<sup>(7)</sup>	CBS Class B common stock	40,657	\$0.0000 <sup>(6)</sup>	181,956	D	
Restricted Share Units <sup>(6)</sup>	<sup>(9)</sup>	02/23/2017		A		31,669		02/23/2018 <sup>(9)</sup>	<sup>(9)</sup>	CBS Class B common stock	31,669	\$0.0000 <sup>(6)</sup>	31,669	D	

**Explanation of Responses:**

- Acquired in connection with the vesting of performance based restricted share units granted on February 18, 2016.
- On February 23, 2017, the closing price of the CBS Class B Common stock on the NYSE was \$66.31.
- 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.
- Right to buy under Issuer's long term incentive plan.
- This option vests in four equal annual installments beginning on February 23, 2018.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units vest in three equal annual installments beginning on February 18, 2018 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- On February 23, 2017, the performance target associated with these Restricted Share Units was certified as having been achieved.
- These Restricted Share Units vest in four equal annual installments beginning on February 23, 2018 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Joseph R. Ianniello 02/24/2017

\*\* 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.

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