FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL
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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* Schwartz Gil D						2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					
(Last) 51 WEST	(F Γ 52ND ST	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2016								^ below	Officer (give title below) Sr.EVP, Chief Commun				
(Street) NEW YO (City)			10019 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)								Lin	Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - No	n-Deriv	ative	e Se	curit	ies Ac	quired	Dis	posed o	f, or Be	neficia	lly Owne	d				
Date			2. Trans Date (Month/I		ar) l	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. r) 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			and Securities Beneficially Owned Follow		Form	: Direct · Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price	Reporte Transa (Instr. 3	ction(s)		[(Instr. 4)	
CBS Class B common stock				02/12	2/12/2016				М		4,583	A	\$0 ⁽¹) 53	53,166		D		
CBS Clas	S Class B common stock			02/12	2/2016				F		2,567	57 D \$		18 50	50,599		D		
CBS Class B common stock													4	,666			By 401(k)		
		1									osed of, convertil			/ Owned		'	'		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transa Code (1 8)		n of		6. Date Exercisa Expiration Date (Month/Day/Yea			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e Or s Fo lly Di or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Co	Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares						
Restricted Share Units ⁽²⁾	(3)	02/12/2016			M			4,583	02/12/201	4 ⁽³⁾	(3)	CBS Class B common	4,583	\$0.0000	4,583	3	D		

Explanation of Responses:

- 1. On February 12, 2016, the closing price of the CBS Class B common stock on the NYSE was \$43.18.
- 2. Granted under the Issuer's long term incentive plan.
- 3. These Restricted Share Units (RSUs) vest in four equal annual installments and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

Remarks:

schwartz-ex24.txt

/s/ Jonathan H. Anschell, Attorney-in-fact 02/17/2016

** 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.

CBS CORPORATION

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that I, the undersigned, a director and/or officer of CBS Corporation, a Delaware corporation (the "Company"), hereby constitute and appoint Lawrence P. Tu, Jonathan Anschell, Matthew D. Morgeson and Kimberly D. Pittman, and each of them, my true and lawful attorneys-in-fact and agents, with full power to act, together or each without the other, for me and in my name, place and stead, in any and all capacities, to execute and file for and on behalf of the undersigned (i) any reports on Forms 3, 4 and 5 (including any amendments thereto and any successors to such Forms) with respect to ownership of securities of the Company, that the undersigned may be required to file with the U.S. Securities and Exchange Commission in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to file such reports electronically.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The Company will use all reasonable efforts to apprise the undersigned of applicable filing requirements for Section 16 purposes.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Power of Attorney also serves to revoke and replace as of the date hereof, any prior Power of Attorney executed by the undersigned with respect to the ownership of securities of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of December 2015.

Signature: /s/ Gil Schwartz

Print Name: Gil Schwartz