

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MOONVES LESLIE</u> (Last) (First) (Middle) 51 WEST 52ND STREET (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CBS CORP [CBS, CBS.A]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <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	01/02/2017		M		60,838	A	\$0 ⁽¹⁾	60,838 ⁽²⁾	D	
CBS Class B common stock	01/02/2017		F		32,618	D	\$63.62	28,220	D	
CBS Class B common stock								168,924 ⁽²⁾	I	By 2010 Trust II
CBS Class B common stock								2,100	I	By 401(k)
CBS Class B common stock								213 ⁽²⁾	I	By Family Trust N
CBS Class B common stock								331,386 ⁽²⁾	I	By Family Trust O
CBS Class B common stock								142,070 ⁽²⁾	I	By Family Trust P
CBS Class B common stock								227,587 ⁽²⁾	I	By Family Trust Q
CBS Class B common stock								65,715 ⁽²⁾	I	By Family Trust R
CBS Class B common stock								424,406 ⁽²⁾	I	By Family Trust S
CBS Class B common stock								304,214 ⁽²⁾	I	By Family Trust T
CBS Class B common stock								189,324 ⁽²⁾	I	By Family Trust U
CBS Class B common stock								271	I	By IRA
CBS Class B common stock								1,976	I	By Spouse
CBS Class B common stock								2,711	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)	Table of Derivative Securities Acquired, Disposed of, or Beneficially Owned	4. Transaction Code (Instr. 8)	5. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Amount or Number of Underlying Securities (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)			
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)	Code	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted Share Units ⁽³⁾	(4)	01/02/2017		M		60,838	01/02/2016 ⁽⁴⁾	(4)	CBS Class B common stock	60,838	\$0.0000	60,839	D	

Explanation of Responses:

- On December 30, 2016, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$63.62.
- Since the Reporting Person's last ownership report, shares of CBS Class B common stock were transferred (i) from Family Trusts M, N & O to Family Trust S; (ii) from Family Trust P and Reporting Person to Family Trust T; (iii) from Family Trusts M and B to the 2010 Family Trust II; (iv) from Family Trusts I, Q and R to Reporting Person; and (v) from Reporting Person to Family Trust U.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units vest in three equal annual installments beginning on January 2, 2016 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Leslie Moonves

01/04/2017

** 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.

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.