

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	
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1. Name and Address of Reporting Person* <u>Liding Lawrence</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) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP, Controller and CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2017</u>	
	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	02/18/2017		M		982	A	\$0 ⁽¹⁾	22,141	D	
CBS Class B common stock	02/18/2017		F		403	D	\$65.69	21,738	D	
CBS Class B common stock	02/19/2017		M		1,555	A	\$0 ⁽¹⁾	23,293	D	
CBS Class B common stock	02/19/2017		F		576	D	\$65.69	22,717	D	
CBS Class B common stock	02/20/2017		M		1,189	A	\$0 ⁽¹⁾	23,906	D	
CBS Class B common stock	02/20/2017		F		441	D	\$65.69	23,465	D	
CBS Class B common stock								149	I	By 401(k)

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		Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Share Units ⁽²⁾	(3)	02/18/2017		M		982	02/18/2017 ⁽³⁾	(3)	CBS Class B common stock	982	\$0.0000	2,948	D	
Restricted Share Units ⁽²⁾	(4)	02/19/2017		M		1,555	02/19/2016 ⁽⁴⁾	(4)	CBS Class B common stock	1,555	\$0.0000	3,111	D	
Restricted Share Units ⁽²⁾	(5)	02/20/2017		M		1,189	02/20/2015 ⁽⁵⁾	(5)	CBS Class B common stock	1,189	\$0.0000	1,190	D	

Explanation of Responses:

- On February 17, 2017, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$65.69.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units vest in four equal annual installments beginning on February 18, 2017 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- These Restricted Share Units vest in four equal annual installments beginning on February 19, 2016 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- These Restricted Share Units vest in four equal annual installments beginning on February 20, 2015 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Lawrence Liding 02/22/2017

** 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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