

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) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2016	
	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	01/02/2016		M		60,838	A	\$0 ⁽¹⁾	60,838 ⁽²⁾	D	
CBS Class B common stock	01/02/2016		F		31,941	D	\$47.13	28,897	D	
CBS Class B common stock								13,095 ⁽²⁾	I	By 2010 Trust II
CBS Class B common stock								2,081	I	By 401(k)
CBS Class B common stock								154,792	I	By Family Trust B
CBS Class B common stock								2,182 ⁽²⁾	I	By Family Trust I
CBS Class B common stock								39,753	I	By Family Trust M
CBS Class B common stock								5,440	I	By Family Trust N
CBS Class B common stock								700,000	I	By Family Trust O
CBS Class B common stock								300,000	I	By Family Trust P
CBS Class B common stock								356,935 ⁽²⁾	I	By Family Trust Q
CBS Class B common stock								107,900 ⁽²⁾	I	By Family Trust R
CBS Class B common stock								271	I	By IRA
CBS Class B common stock								1,976	I	By Spouse
CBS Class B common stock								2,687	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 (e.g., Puts, Calls, Warrants)	4. Transaction Code (Instr. 8)	5. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	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	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security (Instr. 5)	Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Share Units ⁽³⁾	(4)	01/02/2016		M	60,838	01/02/2016 ⁽⁴⁾	(4)	CBS Class B common stock	60,838	\$0.0000	121,677	D	

Explanation of Responses:

- On December 31, 2015, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$47.13.
- Since the Reporting Person's last ownership report, shares of CBS Class B common stock were transferred (i) from the Reporting Person to Family Trust Q; (ii) from Family Trust H to the 2010 Family Trust II and to Family Trust R; and (iii) from Family Trust I to Family Trust R.
- 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.

Remarks:

moonves-ex24.txt

/s/ Leslie Moonves

01/05/2016

** 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 Anshell, 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 17th day of December 2015.

Signature: /s/ Leslie Moonves

Print Name: Leslie Moonves