FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person*  GIFFORD CHARLES K					2. Issuer Name and Ticker or Trading Symbol  CBS CORP [ CBS, CBS.A ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
(Last) (First) (Middle) 51 WEST 52ND STREET					3. Date of Earliest Transaction (Month/Day/Year) 08/09/2012										Offic	er (give title		Other	(specify
		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										Forn Forn	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tabl	e I - No	n-Deriv	ative	Se	curiti	es Ac	quired	, Dis	posed o	f, oı	Ber	efici	ally	Owne	ed			
Date					ır) E	Execution Date, if any		Code	Transaction Code (Instr.					4 and Sec Ben Owr		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	0	A) or D)	Price	•	Transa	action(s)			(Instr. 4)
CBS Class B common stock 08/09/2					2012					700		A	\$35	5.74		39,998		D	
CBS Class B common stock 08/09/2					2012					700		A	\$35	.73	40,698			D	
CBS Class B common stock 08/09/2					2012					100		A	\$35.75		40,798			D	
	Та														wned				
vative Conversion Date Executivity or Exercise (Month/Day/Year) if any		Execution if any	n Date, Transacti Code (Ins		Instr.	on of Derivative (Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/I	Expiration Date (Month/Day/Year)  Date Expiration			Amoun		Deri Sec	vative irity r. 5)	derivative Securities Beneficially Owned Following Reported	F	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Final Charles of Charles of Charles of Charles of Charles of Conversion or Exercise Price of Derivative	(First) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  C 52ND STREET  ORK NY 10019  (State) (Zip)  Table I - No  Gecurity (Instr. 3)  S B common stock S B common stock S B common stock Table II - I  2. Conversion or Exercise Price of Derivative (Month/Day/Year) If any (Month/D	(First) (Middle)  S 52ND STREET  ORK NY 10019  (State) (Zip)  Table I - Non-Derive (Month/E)  S B common stock  S B common stock  S B common stock  S B common stock  Table II - Derivat (e.g., pt.	Address of Reporting Person* RD CHARLES K  (First) (Middle)  S 52ND STREET  A. If  Table I - Non-Derivative  Security (Instr. 3)  Table II - Non-Derivative  S B common stock  S B common stock  S B common stock  Table II - Derivative S (e.g., puts, compared of Date (Month/Day/Year))  Table II - Derivative S (e.g., puts, compared Execution Date, if any (Month/Day/Year))  A. If  Table II - Derivative S (e.g., puts, compared Execution Date, if any (Month/Day/Year))  Table II - Derivative S (e.g., puts, compared Execution Date, if any (Month/Day/Year))  Table II - Derivative S (e.g., puts, compared Execution Date, if any (Month/Day/Year))	2. Issuer CBS ( (First) (Middle)  5 2ND STREET  Table I - Non-Derivative Services B common stock  8 B common stock  8 B common stock  9 B common stock  10 B C Conversion or Exercise Price of Derivative Security  2 Issuer CBS ( Middle)  3 Date of 08/09/2  4. If Ame COBS ( 10 B C CONSTREET)  Table II - Derivative Security  10 Conversion Date (Month/Day/Year)  2 Issuer CBS ( 10 B CBS ( 11 CBS ( 12 CBS ( 13 Date of 08/09/2  4. If Ame CBS ( 14 CBS ( 15 C	2. Issuer Name CBS CORI  (First) (Middle) C52ND STREET  Table I - Non-Derivative Securities (Month/Day/Year)  S B common stock  S B common stock  S B common stock  Table II - Derivative Securities (e.g., puts, calls, war  (Month/Day/Year)  2. Issuer Name CBS CORI  3. Date of Earlie 08/09/2012  4. If Amendment 2. Transaction Date (Month/Day/Year)  S B common stock  S B common stock  A B Conversion or Execurities (e.g., puts, calls, war  2. Table II - Derivative Securities (e.g., puts, calls, war  A Transaction Code (Instr. 8)  S CORI  3. Date of Earlie 08/09/2012  2. Transaction Date (Month/Day/Year)  A Transaction Code (Instr. 8)  S CORI  3. Date of Earlie 08/09/2012  4. If Amendment 2. Transaction Date (Month/Day/Year)  A Transaction Code (Instr. 8)  S CORI  4. If Amendment 2. Transaction Date (Month/Day/Year)  A Transaction Code (Instr. 8)  S CORI  4. If Amendment 2. Transaction Date (Month/Day/Year)  A Transaction Code (Instr. 8)  S CORI  4. If Amendment 2. Transaction Code (Instr. 8)  S CORI  4. If Amendment 2. Transaction Date (Month/Day/Year)  A Transaction Code (Instr. 8)  S CORI  4. If Amendment 2. Transaction Date (Month/Day/Year)  A Transaction Code (Instr. 8)  S CORI  4. If Amendment 2. Transaction Date (Month/Day/Year)  A Transaction Code (Instr. 8)  A Transaction Code (Instr. 8)	Address of Reporting Person* RD CHARLES K  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Action Date (Month/Day/Year)  (S B common stock 08/09/2012  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  2. Issuer Name and Tic CBS CORP [CB CBS CORP] [CB CBS	Carrier (Month/Day/Year)  Address of Reporting Person* RD CHARLES K  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  (Code S B common stock 08/09/2012 P  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Year)	Address of Reporting Person* RD CHARLES K  (First) (Middle) C 52ND STREET  RECURTORY (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disterviry (Month/Day/Year)  Recurity (Instr. 3)  Re	Carrier   Carr	Carrier   Carr	CBS CORP [ CBS, CBS.A ]  (First) (Middle) (Middl	Address of Reporting Person* RD CHARLES K  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Be Common stock  (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Year)  (A) or Price of Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (A) or Price of Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible Securities)  (Conversion Or Exercise Date (Month/Day/Year)  (Month/Da	Address of Reporting Person* RD CHARLES K  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Date (P. Date Expiration Date (Month/Day/Year))  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)	Address of Reporting Person* RD CHARLES K  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities)  B Conversion of Executive Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Address of Reporting Person' RD CHARLES K    Carrier   Carrier   Carrier	Address of Reporting Person RD CHARLES K  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, Month/Day/Year) (Month/Day/Year) (Mon	Address of Reporting Person's RD CHARLES K  (First) (Middle) (S2DD STREET  A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Date (Month/Day/Year) (Month/Day/Year)  B. Common stock  B. Common stock

**Explanation of Responses:** 

/s/ Angeline C. Straka, Attorney-in-fact

08/10/2012

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.