

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Ianniello Joseph R			2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]			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 and Acting CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2019			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		
51 WEST 52ND STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
NEW YORK	NY	10019						
(City)	(State)	(Zip)						

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	02/22/2019		M		35,551	A	\$0 ⁽¹⁾	435,030	D	
CBS Class B common stock	02/22/2019		F		18,953	D	\$51.69	416,077	D	
CBS Class B common stock	02/23/2019		M		16,444	A	\$0 ⁽²⁾	432,521	D	
CBS Class B common stock	02/23/2019		F		8,767	D	\$51.69	423,754	D	
CBS Class B common stock								4,205	I	By 401(k)
CBS Class B common stock								2,435	I	By Spouse - 401(k) Plan ⁽³⁾

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Share Units ⁽⁴⁾	(5)	02/21/2019		A		120,286		02/21/2020 ⁽⁵⁾	(5)	CBS Class B common stock	120,286	\$0.0000 ⁽⁴⁾	120,286	D	
Restricted Share Units ⁽⁴⁾	(6)	02/21/2019		A ⁽⁷⁾		74,555		02/22/2019 ⁽⁶⁾	(6)	CBS Class B common stock	74,555	\$0.0000	142,209	D	
Restricted Share Units ⁽⁴⁾	(6)	02/22/2019		M		35,551		02/22/2019 ⁽⁶⁾	(6)	CBS Class B common stock	35,551	\$0.0000	106,658	D	
Restricted Share Units ⁽⁴⁾	(8)	02/23/2019		M		16,444		02/23/2018 ⁽⁸⁾	(8)	CBS Class B common stock	16,444	\$0.0000	32,890	D	

Explanation of Responses:

- On February 22, 2019, the closing price of the CBS Class B common stock on the NYSE was \$51.69.
- On February 22, 2019, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$51.69.
- The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units vest in four equal annual installments beginning on February 21, 2020 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 22, 2019 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- On February 21, 2019, the performance target associated with these Restricted Share Units was certified as having been achieved.
- These Restricted Share Units vest in four equal annual installments beginning on February 23, 2018 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Joseph R. Ianniello 02/25/2019

** 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.