

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>Ianniello Joseph R</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2013	
	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 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	04/01/2013		M		416	A	\$0 ⁽¹⁾	4,820	I	By Spouse ⁽²⁾
CBS Class B common stock	04/01/2013		F		157	D	\$45.74	4,663	I	By Spouse ⁽²⁾
CBS Class B common stock	04/02/2013		M		136	A	\$0 ⁽³⁾	4,799	I	By Spouse ⁽²⁾
CBS Class B common stock	04/02/2013		F		52	D	\$45.51	4,747	I	By Spouse ⁽²⁾
CBS Class B common stock								134,090	D	
CBS Class B common stock								4,342	I	By 401(k)
CBS Class B common stock								2,075	I	By Spouse - 401(k) Plan ⁽²⁾

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)	04/01/2013		M		416		04/01/2013 ⁽⁵⁾	(5)	CBS Class B common stock	416	\$0.0000	152	I	By Spouse ⁽²⁾
Restricted Share Units ⁽⁴⁾	(6)	04/01/2013		A		301		04/01/2014 ⁽⁶⁾	(6)	CBS Class B common stock	301	\$0.0000 ⁽⁴⁾	301	I	By Spouse ⁽²⁾
Restricted Share Units ⁽⁴⁾	(7)	04/02/2013		M		136		04/02/2013 ⁽⁷⁾	(7)	CBS Class B common stock	136	\$0.0000	272	I	By Spouse ⁽²⁾

Explanation of Responses:

- On April 1, 2013 the closing price of the CBS Class B common stock on the NYSE was \$45.74.
- 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.
- On April 2, 2013 the closing price of the CBS Class B common stock on the NYSE was \$45.51.
- Granted under the Issuer's long term incentive plan.
- The Restricted Share Units (RSUs) vest as follows: 416 RSUs on 4/1/2013 and 152 RSUs on 4/1/2014. The RSUs are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

6. The Restricted Share Units will vest in three equal annual installments beginning on April 1, 2014 and will be settled by delivery of a corresponding number of the Issuer's shares upon vesting.
7. The Restricted Share Units will vest in three equal annual installments beginning on April 2, 2013 and will be settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Joseph R. Ianniello

04/03/2013

** 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.