

**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>Ambrosio Anthony G</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) <u>Sr.EVP Chief Admin &amp; HR Ofcr</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2015</u>	
		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	02/23/2015		M		11,374	A	\$0 <sup>(1)</sup>	51,615	D	
CBS Class B common stock	02/23/2015		M		8,406	A	\$0 <sup>(1)</sup>	60,021	D	
CBS Class B common stock	02/23/2015		F		10,261	D	\$59.67	49,760	D	
CBS Class B common stock								5,153	I	By 401(k)
CBS Class B common stock								1,4598	I	By Custodian For Child
CBS Class B common stock								12,335	I	By Family Trust #3
CBS Class B common stock								30,000	I	By Family Trust #4
CBS Class B common stock								31,164	I	By Family Trust #5
CBS Class B common stock								12,000	I	By Family Trust A
CBS Class B common stock								12,001	I	By Family Trust B
CBS Class B common stock								30,000	I	By FamilyTrust #6

**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 <sup>(2)</sup>	(3)	02/23/2015		M		11,374		02/23/2012 <sup>(3)</sup>	(3)	CBS Class B common stock	11,374	\$0.0000	0.0000	D	
Restricted Share Units <sup>(2)</sup>	(4)	02/23/2015		M		8,406		02/23/2013 <sup>(4)</sup>	(4)	CBS Class B common stock	8,406	\$0.0000	8,409	D	

**Explanation of Responses:**

- On February 23, 2015, the closing price of the CBS Class B common stock on the NYSE was \$59.67.
- Granted under the Issuer's long term incentive plan.

3. The Restricted Share Units vested in four equal annual installments beginning on February 23, 2012 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
4. The Restricted Share Units vest in four equal annual installments beginning on February 23, 2013 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Anthony G. Ambrosio

02/24/2015

\*\* 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.**