FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address o	f Reporting Person* SLIE	2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]							S. 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) 07/13/2017							below)	give title		Other (specify below)	
(Street) NEW YO	ORK N	NY	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	?)					Person											
		Та	ble I - N	lon-Deriv	ative	Securities A	cquire	ed, D	isposed o	f, or B	enefic	cially (Owned				
1. Title of Security (Instr. 3) 2. Total (Mo					on (Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)				(A) or 3, 4 and	d 5)	5. Amount of Securities Beneficially Owned Following Reported	s ally following	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		Transaction(s) (Instr. 3 and 4)				
CBS Clas	on stock	07/13/2017			M		200,000	A	A \$29.44		1,23	2,652	D				
CBS Clas	s B comm	on stock		07/13/2017			S ⁽¹⁾		7,600	D	\$63.	834(2)	1,22	5,052	D		
CBS Clas	s B comm	on stock		07/13/2017			S ⁽¹⁾		192,400	D	\$63.2851 ⁽³⁾		1,03	2,652	D		
CBS Clas	ss B comm	on stock		07/13/2017			S ⁽⁴⁾		400	D	\$63.	855 ⁽⁵⁾	130,524		I	By 2010 Trust II	
CBS Class B common stock 07/)17		S ⁽⁴⁾		17,600	D	\$63.2	2871 ⁽⁶⁾	112,924		I	By 2010 Trust II	
CBS Class B common stock													2,1	111	I	By 401(k)	
CBS Class B common stock													227	,587	I	By Family Trust Q	
CBS Class B common stock													65,	715	I	By Family Trust R	
CBS Class B common stock													272	,616	I	By Family Trust S	
CBS Class B common stock													180	,415	I	By Family Trust T	
CBS Class B common stock													189,324		I	By Family Trust U	
CBS Class B common stock													2'	71	I	By IRA	
CBS Class B common stock													1,976		I	By Spouse	
CBS Clas	ss B comm	on stock									2,725		I	By Spouse - 401(k) Plan			
			Table I			Securities Acc							wned				
Derivative Conversion Date Executi Security or Exercise (Month/Day/Year) if any		3A. Deemed 4. Execution Date, Tran		ansact	nsaction le (Instr. S. 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)		. Price of Perivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio	Ownershi Form: y Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)		
														(Instr. 4)			

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		, call	S, W (A) 5. N Deri Sec Acq or D of (I			CONMENTIA Date isable and ate	Or Ben (Titles) Die Secu Nilles) Title of Shares 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)
							Date	Expiration		Amount or Number				
Employee			Code	١v	(A)	(D)	Exercisable	Date	Title CBS	of Shares				
Stock Option (right to buy) ⁽⁷⁾	\$29.44	07/13/2017	М			200,000	(8)	02/23/2020	Class B common stock	200,000	\$0.0000	400,000	D	

Explanation of Responses:

- $1. \ The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.$
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.81 to \$63.87 inclusive. The reporting person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.81 to \$63.80 inclusive. The reporting person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- $4. \ The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by The Moonves 2010 Family Trust II.\\$
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.84 to \$63.87 inclusive. The reporting person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.83 to \$63.82 inclusive. The reporting person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 7. Right to buy under Issuer's long term incentive plan.
- 8. Current.

<u>/s/ Leslie Moonves</u> <u>07/17/2017</u>

** 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.