

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Goldberg Leonard</u> (Last) (First) (Middle) <u>51 WEST 52ND STREET</u> (Street) <u>NEW YORK NY 10019</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2010</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/31/2010		M		13,112	A	\$0 ⁽¹⁾	18,724 ⁽²⁾	D	
CBS Class B common stock	01/31/2010		A		203 ⁽³⁾	A	\$0 ⁽¹⁾	18,927	D	
CBS Class B common stock								5,000	I	By Trust 1

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					
Director Stock Option (right to buy) ⁽⁴⁾	\$12.93	01/31/2010		A		5,093		01/31/2011 ⁽⁵⁾	01/31/2020	CBS Class B common stock	\$0 ⁽⁴⁾	5,093	D	
Restricted Share Units ⁽⁶⁾	\$0 ⁽⁷⁾	01/31/2010		M		13,112		01/31/2010 ⁽⁷⁾	⁽⁷⁾	CBS Class B common stock	\$0	0	D	
Restricted Share Units ⁽⁶⁾	\$0 ⁽⁸⁾	01/31/2010		A		7,734		01/31/2011 ⁽⁸⁾	⁽⁸⁾	CBS Class B common stock	\$0 ⁽⁶⁾	7,734	D	

Explanation of Responses:

- On January 29, 2010, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$12.93.
- Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
- Acquired in connection with the settlement of Restricted Share Units upon which dividend equivalents accrued prior to vesting.
- Right to buy under Issuer's stock option plan for outside directors.
- These options vest in three equal annual installments beginning on January 31, 2011.
- Granted under the Issuer's RSU Plan for Outside Directors.
- The Restricted Share Units vested on January 31, 2010 and were settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock.
- The Restricted Share Units will vest on January 31, 2011 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting, unless the Reporting Person has elected to defer settlement.

Remarks:

/s/ Leonard Goldberg 02/02/2010

** 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.