\Box

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(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	ess of Reporting Perso	on*	2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Ambrosio An	<u>ithony G</u>		[]		Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
51 WEST 52ND STREET			06/01/2016		Sr.EVP Chief Admin & HR Ofcr				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing	(Check Applicable			
NEW YORK	NY	10019		X	Form filed by One Report	rting Person			
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting			

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. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
CBS Class B common stock	06/01/2016		М		8,500	A	\$5.2	8,500	D	
CBS Class B common stock	06/01/2016		S ⁽¹⁾		8,500	D	\$54.8564(2)	0.0000	D	
CBS Class B common stock								5,333	Ι	By 401(k)
CBS Class B common stock								1.4598	I	By Custodian For Child
CBS Class B common stock								15,071	I	By Family Trust #9
CBS Class B common stock								11,115	I	By Family Trust #10
CBS Class B common stock								16,251	I	By Family Trust #11
CBS Class B common stock								17,801 ⁽³⁾	I	By Family Trust #12
CBS Class B common stock								35,000	I	By Family Trust #7
CBS Class B common stock								50,000	I	By Family Trust #8
CBS Class B common stock								13,927	I	By Family Trust A
CBS Class B common stock								13,927	I	By Family Trust B
CBS Class B common stock								15,405	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. Transa Code (8)		of Deri Seci Acq (A) (Disp of (E	osed)) tr. 3, 4	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	Amount or Number of Shares				

	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. Transa Code (8)		of E		Expiration Date Amount of (Month/Day/Year) Securities Underlying Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. 3		Amount of Securities Underlying Derivative Security (Instr. 3		Amount of r) Securities Underlying Derivative Security (Instr. 3		Amount of Securities Underlying Derivative Security (Instr. 3		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	Amount or Number of Shares												
Employee Stock Option (right to buy) ⁽⁴⁾	\$5.2	06/01/2016		М			8,500	02/24/2010 ⁽⁵⁾	02/24/2017	CBS Class B common stock	8,500	\$0.0000	17,000	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 \$54.59 to \$55.12, 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. Since the reporting person's last ownership report, shares of CBS Class B common stock were transferred from Family Trust #5 to the reporting person and from the reporting person to Family Trust #12. 4. Right to buy under Issuer's long term incentive plan.

5. These options vested in four equal annual installments beginning on February 24, 2010.

/s/ Anthony G. Ambrosio 06/02/2016

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.