

**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>Franks Martin D</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)  Director 10% Owner Officer (give title below) Other (specify below) <u>EVP, Planning, Policy&amp;Gov Affs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2013</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	02/23/2013		M		15,206	A	\$0 <sup>(1)</sup>	38,459 <sup>(2)</sup>	D	
CBS Class B common stock	02/23/2013		M		9,858	A	\$0 <sup>(1)</sup>	48,317	D	
CBS Class B common stock	02/23/2013		M		7,284	A	\$0 <sup>(1)</sup>	55,601	D	
CBS Class B common stock	02/23/2013		F		16,561	D	\$43.37	39,040	D	
CBS Class B common stock	02/24/2013		M		17,308	A	\$0 <sup>(1)</sup>	56,348	D	
CBS Class B common stock	02/24/2013		F		8,860	D	\$43.37	47,488	D	
CBS Class B common stock								11,042	I	By 401(k)

**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>(3)</sup>	(4)	02/23/2013		M			15,206	02/23/2011 <sup>(4)</sup>	(4)	CBS Class B common stock	15,206	\$0.0000	15,209	D	
Restricted Share Units <sup>(3)</sup>	(4)	02/23/2013		M			9,858	02/23/2012 <sup>(4)</sup>	(4)	CBS Class B common stock	9,858	\$0.0000	19,714	D	
Restricted Share Units <sup>(3)</sup>	(4)	02/23/2013		M			7,284	02/23/2013 <sup>(4)</sup>	(4)	CBS Class B common stock	7,284	\$0.0000	21,860	D	
Restricted Share Units <sup>(3)</sup>	(4)	02/24/2013		M			17,308	02/24/2010 <sup>(4)</sup>	(4)	CBS Class B common stock	17,308	\$0.0000	0.0000	D	

**Explanation of Responses:**

- On February 22, 2013, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$43.37.
- Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
- Granted under the Issuer's long term incentive plan.
- The Restricted Share Units vest in four equal annual installments and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Martin D. Franks 02/26/2013

\*\* 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.

