FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPRO | DVAL |
|---|------------------------|-----------|
| | OMB Number: | 3235-0287 |
| l | Estimated average burd | len |
| l | hours per response: | 0.5 |

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

| | | | | - 01 | Occur | 011 00(| ii) oi tiic | iiivestiiie | , i ii 00 | inpany Act | 01 10 10 | | | | | | | | |
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| 1. Name and Address of Reporting Person* MOONVES LESLIE | | | | | | | 2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
|) (First) (Middle) VEST 52ND STREET | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2009 | | | | | | | | | Officer | r (give title Other (| | specify | | | |
| (Street) NEW YORK NY 10019 | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Line) X Form filed by Or | | | ne Reporting Person | | |
| (S | tate) | (Zip) | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | | |
| | Tab | le I - No | n-Deri | vativ | e Se | curit | ies Ac | quired | , Dis | posed o | f, or Be | nefici | ially | Owned | I | | | | |
| Date | | | | | ar) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | ed (A) or tr. 3, 4 a | nd | Securities Beneficia Owned F | i Ily | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Direct Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | 9 | Transacti | on(s) | | | (111501. 4) | |
| CBS Class B common stock | | | | |) | | | M | | 42,776 | A | (1 | 440,842 | | ,842 | D | | | |
| CBS Class B common stock | | | | |) | | | F | | 21,555 | D | \$5. | .72 | 419,287 | | | D | | |
| CBS Class B common stock | | | | | | | | | | | | | | 813 | | | | By 401(k) | |
| CBS Class B common stock | | | | | | | | | | | | | | 27 | 71 | | I | By IRA | |
| CBS Class B common stock | | | | | | | | | | | | | | 600, | .283 | | I | By Moonves- A Family Trust (GRAT) | |
| CBS Class B common stock | | | | | | | | | | | | | | 71 | 17 | | | By Spouse | |
| CBS Class B common stock | | | | | | | | | | | | | | 1,042 | | | I | By Spouse - 401(k) Plan | |
| | - | Table II - | Deriva | ative puts, | Secu calls | uritie s, wa | s Acquarrants | uired, I , optio | Disp | osed of, convertil | or Ben ole secu | eficia urities | lly (| Owned | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | | 3A. Deemed Execution Date, if any | | 4. Transa | action | 5. Number of | | 6. Date I | Exerci on Da | ee Amount of Securities Underlying Derivative | | nd of s ng e | Derivative Security (Instr. 5) | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | | Form: Direct (D) or Indirect | Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisa | able | Expiration Date | Title | or Number of | er | | | | | | |
| (3) | 01/31/2009 | | | M | | | 42,776 | (3) | | (3) | CBS Class B common stock | 42,77 | 76 | \$0 | 42,77 | 76 | D | | |
| | (F) T 52ND ST ORK N (S) Security (Ins. S) B common Sis | (First) (State) Table (Table (State) Table (Table | (First) (Middle) T 52ND STREET ORK NY 10019 (State) (Zip) Table I - No Security (Instr. 3) SEB common stock SEB common st | (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivate (Month) (State) (Jip) Table I - Non-Derivate (Month) (State) (Jip) Table II - Non-Derivate (Month) (State) (Jip) Table II - Derivate (e.g., Interview of Execution Date, Interview | (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative (Month/Day/Yei) (State) (Zip) Table I - Non-Derivative (Month/Day/Yei) (State) (Zip) Table II - Derivative (e.g., puts, price of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code | (First) (Middle) (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Security (Instr. 3) Security (Instr. 3) Security (Instr. 3) Table II - Derivative Security S | (First) (Middle) (State) (Zip) Table I - Non-Derivative Securiti fi any (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) SB common stock SB common stock Table II - Derivative Securiti fi any (Month/Day/Year) Table II - Derivative Securiti fi any (Month/Day/Year) Table II - Derivative Securiti (e.g., puts, calls, was calls, was call fi any (Month/Day/Year) Table II - Derivative Securiti fi any (Month/Day/Year) Conversion or Exercise Price of Derivative Security (Month/Day/Year) Table II - Derivative Securiti fi any (Month/Day/Year) | (First) (Middle) (State) (A) If Amendment, Date of Earliest Trans on 1/31/2009 (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (State) (State) (State) (A) Code (Instr. 3) (State) (State) (State) (State) (State) (A) Code (Instr. 3) (A) Code (Instr. 3) (Code (Inst | CBS CORP CBS, CBS | (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed Farment Securities B common stock (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed Farment Securities B common stock (Month/Day/Year) (Month/Day/Year) | CBS CORP [CBS, CBS, A] CBS CORP [CBS, CBS, A] 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2009 4. If Amendment, Date of Original Filed (Month/Day/Year) 01/31/2009 Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3) 2. Transaction Date Execution Date, (Month/Day/Year) 01/31/2009 M | CBS CORP [CBS, CBS, A] (First) (Middle) T 52ND STREET Table I - Non-Derivative Securities Acquired, Disposed of, or Beautiful Date (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (inst.) SB B common stock 01/31/2009 MM 422,776 A B B common stock SB B common stock SB B common stock SB B common stock Table II - Derivative Securities Acquired, Disposed of (D) (inst.) SB B common stock SB Common stock SB B common stock Code V Amount (A) or (D) or | CBS CORP [CBS, CBS.A] (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic and Date (Month/Day/Year) (| CBS CORP [CBS, CBS, A] (Citor (First) (Middle) (First) (Middle) (Citor (First) (Middle) (Middle) (Citor (First) (Middle) (Middle | CBS CORP [CBS, CBS.A] (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Ye | CBS CORP CBS, CBS.A CBS. | CBS CORP CBS, CBS A | CBS CORP CBS, CBS | |

- 1. On January 30, 2009, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$5.72.
- 2. Granted under the Issuer's long term incentive plan.
- 3. The restricted share units vest in three equal annual installments beginning on January 31, 2008 and are settled by delivery of a corresponding number of Issuer's Class B Common Stock upon vesting.

Remarks:

/s/ Moonves, Leslie

02/03/2009

Date

** Signature of Reporting Person

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.