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).

CBS Class B common stock

Conversion

or Exercise Price of

Derivative Security

1. Title of Derivative

Security (Instr. 3)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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10. Ownership

Form:

Direct (D)

or Indirect (I) (Instr. 4)

9. Number of

derivative

Securities

Owned Following

Reported Transaction(s) (Instr. 4)

Beneficially

15,071

22,635

11,115

16,251

17,801

18,005

16,995

27,365

13,927

13,927

15,405

8. Price of

Derivative

Security

(Instr. 5)

For Child **By Family**

Trust #9 By Family

Trust # 14 By Family

Trust #10 **By Family**

Trust #11 By Family

Trust #12 By Family

Trust #13 By Family

Trust #7 By Family

Trust #8 By Family

Trust A By Family

Trust B By

#6

FamilyTrust

11. Nature

of Indirect Beneficial

Ownership

(Instr. 4)

				01 Section 30(11) 01		esune	In Company A	401 01 19	40						
1. Name and Address of Reporting Person [*] Ambrosio Anthony G				2. Issuer Name and <u>CBS CORP</u> [• •		Relationship of Repo leck all applicable) Director	10	% Owner				
(Last) 51 WEST 52ND	(First) D STREET	(Midc	1101	3. Date of Earliest T 10/04/2016	ransact	ion (M	lonth/Day/Yea		A below)	Officer (give title Of below) be Sr.EVP Chief Admin & H					
(Street) NEW YORK (City)	NY (State)	1001 (Zip)		4. If Amendment, D	ate of C	riginal	Filed (Month	/Day/Ye		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Table I	- Non-Derivat	ive Securities	Acqu	ired,	Disposed	l of, o	r Beneficial	ly Owned					
1. Title of Security (Instr. 3) Date (Month/Day/Yea			2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)				
CBS Class B con	nmon stock		10/04/2016		М		15,120	A	\$13.43	15,120	D				
CBS Class B cor	nmon stock		10/04/2016		S ⁽¹⁾		15,120	D	\$55.6236 ⁽²⁾	0.0000	D				
CBS Class B cor	nmon stock									5,351	I	By 401(k)			
CBS Class B cor	nmon stock									1.4598	I	By Custodian			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5. Number

Derivative

Securities

Acquired (A) or Disposed of (D) (Instr.

3, 4 and 5)

of

4. Transaction Code (Instr. 8)

3A. Deemed

if any

Execution Date,

(Month/Day/Year)

3. Transaction

(Month/Day/Year)

Date

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and

Amount of

Securities Underlying

Security (Instr. 3 and 4)

Derivativ

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	puts, calls, warrants				Lired, Disposed of, or Benefictality options, convertible securities ExpertiseEnters Statue and Expiration Date (Month/Day/Year) (Month/Day/Year) Konth/Day/Year) Konth/Day/Year) Konth/Day/Year) Konth/Day/Year) Konth/Day/Year) Konth/Day/Year)				Owned 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) ⁽³⁾	\$13.43	10/04/2016	М			15,120	(4)	03/01/2018	CBS Class B common stock	15,120	\$0.0000	90,727	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 \$55.30 to \$56.28, 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. Right to buy under Issuer's long term incentive plan.

4. Current.

/s/ Anthony G. Ambrosio 10/05/2016

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.