

**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>REDSTONE SUMNER M</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>Chairman Emeritus</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 A common stock	01/24/2019		c <sup>(1)</sup>		9,700,000	D	\$0.0000 <sup>(1)</sup>	20,182,599	I	By NAI and NAI EH <sup>(2)</sup>
CBS Class B common stock	01/24/2019		c <sup>(1)</sup>		9,700,000	A	\$0.0000 <sup>(1)</sup>	18,943,800	I	By NAI and NAI EH <sup>(3)</sup>
CBS Class A common stock								40	D	
CBS Class B common stock								202,493	D	

**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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>REDSTONE SUMNER M</u>  (Last) (First) (Middle) <u>51 WEST 52ND STREET</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>NATIONAL AMUSEMENTS INC /MD/</u>  (Last) (First) (Middle) <u>846 UNIVERS</u>  (Street) <u>NORWOOD MA 02062</u>  (City) (State) (Zip)		
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**Explanation of Responses:**

1. Shares of Class A Common Stock were converted to shares of Class B Common Stock on a one-to-one basis for no consideration pursuant to the terms of the Class A Common Stock under the Issuer's Amended and Restated Certificate of Incorporation.

2. Of these securities, (i) 16,871,812 shares are owned directly by National Amusements, Inc. (NAI); and (ii) 3,310,787 shares are owned directly by NAI Entertainment Holdings LLC (NAI EH). NAI EH is a wholly-owned subsidiary of NAI. The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI, and such shares, as well as the shares owned directly by NAI, may also be deemed to be beneficially owned by Sumner M. Redstone, who is the controlling stockholder of NAI. Since Reporting Persons' last Form 4 report, shares that were previously held by NAI Asset Holdings LLC were transferred to NAI.

3. Of these securities, (i) 8,203,523 shares are owned directly by National Amusements, Inc. (NAI); and (ii) 10,740,277 shares are owned directly by NAI Entertainment Holdings LLC (NAI EH). NAI EH is a wholly-owned subsidiary of NAI. The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI, and such shares, as well as the shares owned directly by NAI, may also be deemed to be beneficially owned by Sumner M. Redstone, who is the controlling stockholder of NAI. Since Reporting Persons' last Form 4 report, shares that were previously held by NAI Asset Holdings LLC were transferred to NAI.

/s/ Kimberly D. Pittman,  
Attorney-in-fact 01/28/2019

By: Tad Jankowski, Vice  
President 01/28/2019

\*\* 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.**