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(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of	Reporting Person*		2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]							Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) 51 WES	(F Γ 52ND ST	irst)		Date of Earliest Tra /12/2017	(Mon	th/Day/Year)	\neg	X	Officer (give title below) Other below) Chairman, President & CEC			specify				
(Street) NEW YO	ORK N	Y	4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	itate)	(Zip)							Person						
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of S	tr. 3)	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					Benef Owne Repor		s ally following I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	٧	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)			
	s B commo			07/12/2017			M		200,000	A	\$29		1,23	2,652	D	
	ss B commo			07/12/2017			S ⁽¹⁾		5,200	D	\$64.3			7,452	D	
CBS Clas	s B commo	on stock		07/12/2017			S ⁽¹⁾		194,800	D	\$63.7758 ⁽³⁾		1,03	1,032,652		
CBS Clas	ss B commo	on stock		07/12/2017			S ⁽⁴⁾		300	D	\$64.	35 ⁽⁵⁾	148	,624	I	By 2010 Trust II
CBS Clas	on stock	07/12/2017			S ⁽⁴⁾		17,700	D	\$63.7	734(6)	130	,924	I	By 2010 Trust II		
CBS Clas	ss B commo	on stock											2,:	111	I	By 401(k)
CBS Clas	ss B commo	on stock											227	,587	I	By Family Trust Q
CBS Clas	on stock										65,	715	I	By Family Trust R		
CBS Class B common stock													272	,616	I	By Family Trust S
CBS Class B common stock													180	,415	I	By Family Trust T
CBS Clas	ss B commo									189,324		I	By Family Trust U			
CBS Class B common stock													2'	71	I	By IRA
CBS Clas	ss B commo									1,976		I	By Spouse			
CBS Clas	ss B commo	on stock									2,7	725	I	By Spouse - 401(k) Plan		
			Table I			Securities Ac							wned			
Security or Exercise (Month/Day/Year) if any		Deemed 4. ution Date, Trans		5. Number o	f 6. Dar Expir (Mont	6. Date Exercisable and Expiration Date (Month/Day/Year)			and Amou rities ing ve Securi and 4)	unt 8	s. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)		
												(Instr. 4)				

			Table II - Deri (e.g.		, call	s, w		uired, Dis , _□ QQtions, Exercisable	CONMESTI		ı or	Owned			
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)				umber of ivative urities uired (A) Disposed D) (Instr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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)
								B.4.	F		Amount or				
Employee				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title CBS_	Number of Shares				
Option (right to buy) ⁽⁷⁾	\$29.44	07/12/2017		М			200,000	(8)	02/23/2020	Class B common stock	200,000	\$0.0000	600,000	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 \$64.27 to \$64.37, 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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.27 to \$64.26, 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.
- 4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by The Moonves 2010 Family Trust II.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.33 to \$64.36, 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.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.32 to \$64.26, 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.
- 7. Right to buy under Issuer's long term incentive plan.
- 8. Current.

/s/ Matthew D. Morgeson, 07/14/2017 Attorney-in-fact

** 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.