FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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

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			
(Last) 51 WES	(F Γ 52ND ST	First)	(Middle)		Date of Earliest Tran 02/2015	(Mon	th/Day/Year)		X	Officer (give title below) Other below  President & CEO			specify			
(Street)						f Amendment, Date	nal Fil	led (Month/Day		6. Individual or Joint/Group Filing (Check Applicable Line)						
NEW YO	ORK N	ſΥ	10019									X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(5	State)	(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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			Benef Owne Repor		es ally Following d	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					Transaction(s) (Instr. 3 and 4)	
CBS Clas		06/02/2015			M		255,000	A	<u> </u>	\$23.19		,935	D			
CBS Clas	s B commo	on stock		06/02/2015			S <sup>(1)</sup>		255,000	D	\$61.70	622(2)	356	,935	D	
CBS Clas	on stock										2,0	064	I	By 401(k)		
CBS Clas	on stock										154	,792	I	By Family Trust B		
CBS Class B common stock												101,611		,611	I	By Family Trust H
CBS Clas	on stock										21,566		I	By Family Trust I		
CBS Clas	on stock										39,	753	I	By Family Trust M		
CBS Class B common stock													5,4	440	I	By Family Trust N
CBS Class B common stock													700	,000	I	By Family Trust O
CBS Class B common stock													300	,000	I	By Family Trust P
CBS Class B common stock													2	71	I	By IRA
CBS Class B common stock													1,976		I	By Spouse
CBS Class B common stock													2,0	664	I	By Spouse - 401(k) Plan
			Table			Securities Acc							wned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transactic Date (Month/Day/	Execution (Year)	med 4	Transact Code (In	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		unt 8	nt 8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code (Instr.   Securities   (Month/Day/Year)					Date isable and ate	Title 7. Title ar of Securi Underlyir	Kities) of Shares id Amount ties ig e Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			J, 7 and 3)									Transaction(s) (Instr. 4)		
							Date	Francisco		Amount or Number				
Employee			Code	v	(A)	(D)	Exercisable	Expiration Date	Tics	of Shares				
Option (right to buy) <sup>(3)</sup>	\$23.19	06/02/2015	М			255,000	(4)	03/01/2019	Class B common stock	255,000	\$0.0000	510,000	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 \$61.17 to \$62.08, 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.

<u>/s/ Leslie Moonves</u> <u>06/03/2015</u>

\*\* 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.