

**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                                 |           |
|--|-----------|
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|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>Ianniello Joseph R</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>CBS CORP [ CBS, CBS.A ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>SVP, Finance and Treasurer</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/01/2006</b>         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| 51 WEST 52ND STREET   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |  |  |   |  |  |
| (Street)<br><b>NEW YORK NY 10019</b>                                  |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)  |         |          |   |  |  |   |  |  |

**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 B common stock        | 06/01/2006                           |  | A                              |   | 21,765 <sup>(1)</sup>   | A          | \$24.93 <sup>(1)</sup> | 23,013  | D  |   |
| CBS Class B common stock        |                                      |  |                                |   |   |            |                        | 643   | I  | By 401(k)   |

**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) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 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 | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$28.99  | 06/01/2006                           |  | D                              |   |  | 517    | (3)  | 03/31/2009      | CBS Class B common stock  | 517  | (4)  | 0   | D  |       |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$44.19  | 06/01/2006                           |  | D                              |   |  | 20,725 | (3)  | 01/25/2010      | CBS Class B common stock  | 20,725                                     | (4)  | 0   | D  |       |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$41.05  | 06/01/2006                           |  | D                              |   |  | 412    | (3)  | 04/01/2010      | CBS Class B common stock  | 412  | (4)  | 0   | D  |       |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$43.35  | 06/01/2006                           |  | D                              |   |  | 19,101 | (3)  | 01/31/2011      | CBS Class B common stock  | 19,101                                     | (4)  | 0   | D  |       |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$33.9   | 06/01/2006                           |  | D                              |   |  | 589    | (3)  | 04/01/2011      | CBS Class B common stock  | 589  | (4)  | 0   | D  |       |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$31.02  | 06/01/2006                           |  | D                              |   |  | 25,468 | (3)  | 01/30/2012      | CBS Class B common stock  | 25,468                                     | (4)  | 0   | D  |       |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$37.41  | 06/01/2006                           |  | D                              |   |  | 641    | (3)  | 03/30/2012      | CBS Class B common stock  | 641  | (4)  | 0   | 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) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 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 | (A)  | (D)    | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$29.35  | 06/01/2006                           |  | D                              |   |  | 31,199 | (5)  | 01/26/2013      | CBS Class B common stock  | 31,199                     | (4)  | 0  | D   |  |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$30.88  | 06/01/2006                           |  | D                              |   |  | 38,203 | (3)  | 01/29/2013      | CBS Class B common stock  | 38,203                     | (4)  | 0  | D   |  |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$29.69  | 06/01/2006                           |  | D                              |   |  | 1,179  | (3)  | 03/28/2013      | CBS Class B common stock  | 1,179                      | (4)  | 0  | D   |  |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$31.72  | 06/01/2006                           |  | D                              |   |  | 44,570 | (3)  | 01/28/2014      | CBS Class B common stock  | 44,570                     | (4)  | 0  | D   |  |

**Explanation of Responses:**

- Acquired pursuant to a voluntary exchange offer pursuant to which the Issuer offered eligible employees the voluntary opportunity to exchange their employee stock options for Restricted Shares of CBS Class B Common Stock (the Restricted Shares). The average of the closing price of the CBS Class B Common Stock on the New York Stock Exchange for the five consecutive trading days ending on April 26, 2006 which was the fifth trading day before the date of commencement of the voluntary exchange offer was \$24.9340. The number of Restricted Shares received was calculated by dividing (a) 75 percent of the attributed value of the tendered options by (b) \$24.9340. The Restricted Shares received in the voluntary exchange offer will vest in two fifty percent installments on June 1, 2008 and June 1, 2009.
- Right to buy under Issuer's long term incentive plan.
- Current.
- Disposed of pursuant to a voluntary exchange offer pursuant to which the Issuer offered eligible employees the voluntary opportunity to exchange their employee stock options for Restricted Shares of CBS Class B Common Stock.
- Approximately one-quarter of these options are currently exercisable; the other three-quarters of these options were scheduled to vest in three equal annual installments beginning on January 26, 2007.

**Remarks:**

/s/ Ianniello, Joseph R.                      06/02/2006

\*\* 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.