

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>Ambrosio Anthony G</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr.EVP Chief Admin & HR Ofcr</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
51 WEST 52ND STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10019								
(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	02/12/2015		M		5,729	A	\$0 ⁽¹⁾	41,211 ⁽²⁾	D	
CBS Class B common stock	02/12/2015		F		2,972	D	\$57.77	38,239	D	
CBS Class B common stock								5,153	I	By 401(k)
CBS Class B common stock								1,4598	I	By Custodian For Child
CBS Class B common stock								12,335	I	By Family Trust #3
CBS Class B common stock								30,000	I	By Family Trust #4
CBS Class B common stock								31,164	I	By Family Trust #5
CBS Class B common stock								12,000	I	By Family Trust A
CBS Class B common stock								12,001	I	By Family Trust B
CBS Class B common stock								30,000 ⁽³⁾	I	By FamilyTrust #6

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						Amount or Number of Shares
Restricted Share Units ⁽⁴⁾	(5)	02/12/2015		M		5,729		02/12/2014 ⁽⁵⁾	(5)	CBS Class B common stock	5,729	\$0.0000	11,456	D	

Explanation of Responses:

- On February 12, 2015, the closing price of the CBS Class B common stock on the NYSE was \$57.77.
- This amount (i) includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11 and (ii) reflects the transfer of shares of CBS Class B common stock from the Reporting Person to Family Trust #6 since his last ownership report.
- Reflects the transfer of shares of CBS Class B common stock from the Reporting Person to Family Trust #6 since his last ownership report.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units (RSUs) vest in four equal annual installments and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Angeline C. Straka,
Attorney-in-fact

02/13/2015

** 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.