

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
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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

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|--|---|--|
| 1. Name and Address of Reporting Person* MOONVES LESLIE (Last) (First) (Middle) 51 WEST 52ND STREET (Street) NEW YORK NY 10019 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/23/2011 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 B common stock | 02/23/2011 | | A ⁽¹⁾ | | 788,246 | A | \$0.0000 ⁽²⁾ | 788,246 ⁽³⁾ | I | By Family Trust A |
| CBS Class B common stock | 02/23/2011 | | F | | 370,477 | D | \$21.76 | 417,769 | I | By Family Trust A |
| CBS Class B common stock | 02/23/2011 | | M | | 102,406 | A | \$0 ⁽²⁾ | 102,406 | I | By Family Trust B |
| CBS Class B common stock | 02/23/2011 | | F | | 48,131 | D | \$21.76 | 54,275 | I | By Family Trust B |
| CBS Class B common stock | 02/23/2011 | | A ⁽⁴⁾ | | 368,663 | A | \$0 ⁽²⁾ | 368,663 ⁽³⁾ | I | By Family Trust C |
| CBS Class B common stock | 02/23/2011 | | F | | 173,272 | D | \$21.76 | 195,391 | I | By Family Trust C |
| CBS Class B common stock | | | | | | | | 4,895 ⁽⁵⁾ | D | |
| CBS Class B common stock | | | | | | | | 1,614 | I | By 401(k) |
| CBS Class B common stock | | | | | | | | 718,060 | I | By Family Trust D |
| CBS Class B common stock | | | | | | | | 271 | I | By IRA |
| CBS Class B common stock | | | | | | | | 402,372 | I | By Moonves-A Family Trust (GRAT) |
| CBS Class B common stock | | | | | | | | 1,236 | I | By Spouse |
| CBS Class B common stock | | | | | | | | 2,387 | I | By Spouse - 401(k) Plan |

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 | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | Transaction(s) (Instr. 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|---------------------------|---|--------------------------|--|--|---|--|
| 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 | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | (A) | (D) | Exercisable Date | Expiration Date | Title | Number of Shares | | | | |
| Restricted Share Units ⁽⁶⁾ | (7) | 02/23/2011 | | A | | 195,132 | | 02/23/2012 ⁽⁷⁾ | (7) | CBS Class B common stock | \$0.0000 ⁽⁶⁾ | Transaction(s) (Instr. 4) 195,132 | D | |
| Restricted Share Units ⁽⁶⁾ | (8) | 02/23/2011 | | M | | 102,406 | | 02/23/2011 ⁽⁸⁾ | (8) | CBS Class B common stock | \$0.0000 ⁽⁶⁾ | 204,813 ⁽³⁾ | I | By Family Trust B |

Explanation of Responses:

1. Acquired in connection with the vesting of performance based restricted share units granted on October 1, 2009.
2. On February 23, 2011, the closing price of the CBS Class B common stock on the NYSE was \$21.76.
3. Since his last ownership report, Reporting Person assigned Restricted Share Units to family trusts.
4. Acquired in connection with the vesting of performance based restricted share units granted on February 23, 2010.
5. Since his last ownership report, Reporting Person assigned shares of CBS Class B common stock to a family trust.
6. Granted under the Issuer's long term incentive plan.
7. These Restricted Share Units (RSUs) vest in three equal annual installments beginning February 23, 2012. The RSUs are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
8. These Restricted Share Units (RSUs) vest in four equal annual installments beginning February 23, 2011. The RSUs are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Leslie Moonves

02/25/2011

** 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.