

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Ianniello Joseph R</u>  (Last) (First) (Middle) <u>51 WEST 52ND STREET</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	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) <u>EVP and CFO</u> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2012</u>	
	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	02/23/2012		M		34,216	A	\$0 <sup>(1)</sup>	90,293	D	
CBS Class B common stock	02/23/2012		M		22,748	A	\$0 <sup>(1)</sup>	113,041	D	
CBS Class B common stock	02/23/2012		A <sup>(2)</sup>		4,848	A	\$0.0000 <sup>(1)</sup>	117,889	D	
CBS Class B common stock	02/23/2012		F		31,221	D	\$29.44	86,668	D	
CBS Class B common stock								4,055	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	Amount or Number of Shares				
Employee Stock Option (right to buy) <sup>(3)</sup>	\$29.44	02/23/2012		A		135,900		02/23/2013 <sup>(4)</sup>	02/23/2020	CBS Class B common stock	135,900	\$0.0000 <sup>(3)</sup>	135,900	D	
Restricted Share Units <sup>(5)</sup>	(6)	02/23/2012		M		34,216		02/23/2011 <sup>(6)</sup>	(6)	CBS Class B common stock	34,216	\$0.0000	68,434	D	
Restricted Share Units <sup>(5)</sup>	(6)	02/23/2012		A <sup>(7)</sup>		49,632		02/23/2012 <sup>(6)</sup>	(6)	CBS Class B common stock	49,632	\$0.0000 <sup>(5)</sup>	90,992	D	
Restricted Share Units <sup>(5)</sup>	(6)	02/23/2012		M		22,748		02/23/2012 <sup>(6)</sup>	(6)	CBS Class B common stock	22,748	\$0.0000	68,244	D	
Restricted Share Units <sup>(5)</sup>	(6)	02/23/2012		A		30,570		02/23/2013 <sup>(6)</sup>	(6)	CBS Class B common stock	30,570	\$0.0000 <sup>(5)</sup>	30,570	D	

**Explanation of Responses:**

- On February 23, 2012, the closing price of the CBS Class B common stock on the NYSE was \$29.44.
- Acquired in connection with the vesting of performance share units granted on February 28, 2008.
- Right to buy under Issuer's long term incentive plan.
- This option vests in four equal installments beginning on February 23, 2013.
- 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.
- On February 23, 2012, the performance target associated with these RSUs was certified as having been achieved.

/s/ Joseph R. Ianniello

02/27/2012

\*\* 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.