

**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
Restricted Share Units ⁽³⁾	(4)	02/19/2016		M			4,533	02/19/2016 ⁽⁴⁾	(4)	CBS Class B common stock	4,533	\$0.0000	13,604	D	
Restricted Share Units ⁽³⁾	(5)	02/20/2016		M			4,161	02/20/2015 ⁽⁵⁾	(5)	CBS Class B common stock	4,161	\$0.0000	8,325	D	

Explanation of Responses:

- On February 19, 2016, the closing price of the CBS Class B common stock on the NYSE was \$45.09.
- On February 19, 2016, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$45.09.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units vest in four equal annual installments beginning on February 19, 2016 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- These Restricted Share Units vest in four equal annual installments beginning on February 20, 2015 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Anthony G. Ambrosio 02/22/2016

** 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.