FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**BENEFICIAL OWNERSHIP** 

STATEMENT	OF	CHANGES	IN

OMB APPROVAL

OMB Number: Estimated average burden hours per response: 0.5

TATEMENT OF CHANGES IN BENEFICIAL OWN
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person*  Ambrosio Anthony G						2. Issuer Name and Ticker or Trading Symbol  CBS CORP [ CBS, CBS.A ]										Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director						
(Last) (First) (Middle) 51 WEST 52ND STREET						3. Date of Earliest Transaction (Month/Day/Year) 06/29/2016										X Officer (give title Other (specify below) Sr.EVP Chief Admin & HR Ofcr						
(Street) NEW YORK NY 10019				9	4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line	6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting						
(City)	(Si	tate)	(Zip)													Person						
			le I -	Non-Deri	_			_		ired,	_					Ť			1-			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Y	ear)   E	2A. Deeme Execution I if any (Month/Day		_   c	Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 9				Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect Indirect Be . 4) O	Nature of direct eneficial vnership estr. 4)					
								-	ode	V		ount	(A) or (D)	FIIC		Transaction(s) (Instr. 3 and 4)	d 4)		-			
	s B commo			06/29/201				_	M		-	,500	<u>A</u>			8,50		D				
	ss B commo		_	06/29/201	.6			-	S <sup>(1)</sup>		8	,500	D	\$52	2.7642 <sup>(2)</sup>	0.000		D		401(1-)		
	ss B commo				+											1.459		I	B	y 401(k) y ustodian or Child		
CBS Clas	ss B commo	n stock														15,07	71	I		y Family rust #9		
CBS Class B common stock														11,11	15	I		y Family rust #10				
CBS Class B common stock														16,25	51	I		y Family rust #11				
CBS Class B common stock													17,80	)1	I		y Family rust #12					
CBS Clas	ss B commo	n stock														18,00	)5	I		y Family rust #13		
CBS Clas	ss B commo	n stock														16,99	95	I		y Family rust #7		
CBS Clas	ss B commo	n stock														50,00	00	I		y Family rust #8		
CBS Clas	ss B commo	n stock														13,92	27	I		y Family rust A		
CBS Class B common stock														13,92	3,927			y Family rust B				
CBS Class B common stock												15,4		05 I		y amilyTrust						
		7	able	e II - Deriva (e.g., i								osed c				Owned						
Security or Exercise (Month/Day/Year) if any			Deemed cution Date,	4. Transa	ransaction of ode (Instr. Derivati		rative prities prities priced r osed )	6. Date Expiration (Month/Date et al.)		e Exercisable and tion Date n/Day/Year)		cisable and 7. Title ate Amour (fear) Secur Under Deriva		nd of s	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Follow Report Transa (Instr. 4	ive ties cially ing ed ction(s)	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)			
				Code				Date Exe	e rcisab	le	Expiration e Date		Am or Nui of Title Sha									

	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. Transa Code ( 8)		of Deri Seci Acq (A) ( Disp of (E	oosed D) tr. 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	te	7. Title an Amount of Securities Underlyin Derivative Security ( and 4)	of s ng e	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>	\$5.2	06/29/2016		M			8,500	02/24/2010 <sup>(4)</sup>	02/24/2017	CBS Class B common stock	8,500	\$0.0000	0.0000	D	

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.33 to \$53.02, inclusive. The reporting person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 3. Right to buy under Issuer's long term incentive plan.
- 4. These options vested in four equal annual installments beginning on February 24, 2010.

/s/ Matthew D. Morgeson, Attorney-in-fact 06/30/2016

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.