

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	
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1. Name and Address of Reporting Person* <u>Ianniello Joseph R</u> (Last) (First) (Middle) 51 WEST 52ND STREET (Street) NEW YORK NY 10019 (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 Officer (give title below) Other (specify below) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2013	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	02/01/2013		M		22,000	A	\$26.3	116,722	D	
CBS Class B common stock	02/01/2013		s ⁽¹⁾		22,000	D	\$42.1615 ⁽²⁾	94,722	D	
CBS Class B common stock	02/04/2013		M		6,111	A	\$26.3	100,833	D	
CBS Class B common stock	02/04/2013		M		4,247	A	\$28.3	105,080	D	
CBS Class B common stock	02/04/2013		s ⁽¹⁾		10,358	D	\$42.0154 ⁽³⁾	94,722	D	
CBS Class B common stock								4,234	I	By 401(k)
CBS Class B common stock								357	I	By Spouse ⁽⁴⁾
CBS Class B common stock								2,035	I	By Spouse - 401(k) Plan ⁽⁴⁾

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) ⁽⁵⁾	\$26.3	02/01/2013		M			22,000	(6)	05/25/2014	CBS Class B common stock	22,000	\$0.0000	6,111	D	
Employee Stock Option (right to buy) ⁽⁵⁾	\$26.3	02/04/2013		M			6,111	(6)	05/25/2014	CBS Class B common stock	6,111	\$0.0000	0.0000	D	
Employee Stock Option (right to buy) ⁽⁵⁾	\$28.3	02/04/2013		M			4,247	(6)	09/06/2014	CBS Class B common stock	4,247	\$0.0000	0.0000	D	
Restricted Share Units ⁽⁷⁾	(8)								02/23/2013 ⁽⁸⁾	CBS Class B common stock	12,550		12,550	I	By Spouse ⁽⁴⁾
Restricted Share Units ⁽⁷⁾	(9)								02/24/2013 ⁽⁹⁾	CBS Class B common stock	2,524		2,524	I	By Spouse ⁽⁴⁾

**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)				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				
Restricted Share Units ⁽⁷⁾	(10)							04/01/2013 ⁽¹⁰⁾	(10)	CBS Class B common stock	568		568	I	By Spouse ⁽⁴⁾
Restricted Share Units ⁽⁷⁾	(11)							04/02/2013 ⁽¹¹⁾	(11)	CBS Class B common stock	408		408	I	By Spouse ⁽⁴⁾
Class B Phantom Common Stock Units	(12)							(12)	(12)	CBS Class B common stock	1,458		1,458	I	By Spouse's Excess 401(k) Plan ⁽⁴⁾

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.855 to \$42.43, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.805 to \$42.28, 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.
- The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.
- Right to buy under Issuer's long term incentive plan.
- Current.
- Granted under the Issuer's long term incentive plan.
- The Restricted Share Units (RSUs) vest as follows: 3,962 RSUs on 2/23/13, 3,963 RSUs on 2/23/14, 2,714 RSUs on 2/23/15 and 1,911 RSUs on 2/23/16. The RSUs will be settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- The Restricted Share Units are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- The Restricted Share Units (RSUs) vest as follows: 416 RSUs on 4/1/2013 and 152 RSUs on 4/1/2014. The RSUs are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- The Restricted Share Units will vest in three equal annual installments beginning on April 2, 2013 and will be settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- Phantom common stock units are payable in cash following retirement or other termination of service pursuant to the Issuer's Excess 401(k) Plan for Designated Senior Executives. Each CBS Corporation Class B Phantom common stock unit is the economic equivalent of one share of CBS Corporation Class B common stock.

/s/ Joseph R. Ianniello

02/05/2013

** 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.