FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OIVIB APP	ROVAL
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* GRIEGO LINDA M					2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]							(Che	elationship o ck all applic Directo	able)	erson(s) to Issu 10% Ov		
(Last) 51 WES	(Fi Γ 52ND ST	•	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2014								Officer below)	(give title	Other (s below)	pecify
(Street) NEW Y(10019		4.1	If Ame	ndment	, Date o	f Origina	al Filed	I (Month/Day/	/Year)	Line) 【 Form fi	led by One Ro led by More th	ing (Check App eporting Person nan One Repor	ı
(Oity)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da			Execution Date,		3. 4. Securities Acquire Disposed Of (D) (Inst Code (Instr. 8)		Acquired (D) (Instr.	(A) or 3, 4 and 5)	5. Amou Securitie Benefici Owned F	int of 6 es Fially (I	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership					
									Code	v	Amount	(A) or (D)	Price	Reported Transact (Instr. 3	d tion(s)		(Instr. 4)
CBS Class B common stock			02/15	/2014				M		3,809	Α	\$0 ⁽¹⁾	31,	,299	D		
CBS Clas	s B commo	n stock		02/15	/2014				A		29 ⁽²⁾	A	\$0.0000	¹⁾ 31,328 D			
CBS Clas	s B commo	n stock												6,000 I IRA			Spouse's
	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)	erivative Conversion Date Execution Date, 1 Courity or Exercise (Month/Day/Year) if any Courity Courity			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) (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Security (Instand 4)			of es ng re	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s	Ownership Form: I Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	5,	
Restricted Share Units ⁽³⁾	(4)	02/15/2014			M			3,809	02/15/2	014 ⁽⁴⁾	(4)	CBS Class B common stock	3,809	\$0.0000	0.0000	D	
Restricted Share Units ⁽³⁾	(5)	02/15/2014			A		3,079		02/15/2	015 ⁽⁵⁾	(5)	CBS Class B common stock	3,079	\$0.0000(3)	3,079	D	

Explanation of Responses:

- $1. \ On \ February \ 14, 2014, the \ last \ preceding \ business \ day, the \ closing \ price \ of \ the \ CBS \ Class \ B \ common \ stock \ on \ the \ NYSE \ was \ \$64.96.$
- 2. Acquired in connection with the settlement of Restricted Share Units upon which dividend equivalents accrued prior to vesting.
- 3. Granted under the Issuer's RSU Plan for Outside Directors.
- 4. The Restricted Share Units, which were granted on February 15, 2013, vested on February 15, 2014 and were settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock.
- 5. The Restricted Share Units will vest on February 15, 2015 and will be settled by delivery of a corresponding number of shares of the Issuer's Class B Common Stock upon vesting, unless the Reporting Person has elected to defer settlement.

/s/ Linda M. Griego

02/18/2014

** 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.