

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) <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 Officer (give title below) Other (specify below) Chief Operating Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2014</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 02/12/2014 | | M | | 6,942 | A | \$0 ⁽¹⁾ | 141,032 | D | |
| CBS Class B common stock | 02/12/2014 | | F | | 3,869 | D | \$61.85 | 137,163 | D | |
| CBS Class B common stock | 02/12/2014 | | M | | 1,301 | A | \$0 ⁽¹⁾ | 6,089 ⁽²⁾ | I | By Spouse ⁽³⁾ |
| CBS Class B common stock | 02/12/2014 | | F | | 489 | D | \$61.85 | 5,600 | I | By Spouse ⁽³⁾ |
| CBS Class B common stock | | | | | | | | 3,809 | I | By 401(k) |
| CBS Class B common stock | | | | | | | | 2,270 | I | By Spouse - 401(k) Plan ⁽³⁾ |

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 ⁽⁴⁾ | (5) | 02/12/2014 | | M | | 6,942 | | 02/12/2014 ⁽⁵⁾ | (5) | CBS Class B common stock | 6,942 | \$0.0000 | 20,829 | D | |
| Restricted Share Units ⁽⁴⁾ | (5) | 02/12/2014 | | M | | 1,301 | | 02/12/2014 ⁽⁵⁾ | (5) | CBS Class B common stock | 1,301 | \$0.0000 | 3,906 | I | By Spouse |

Explanation of Responses:

- On February 12, 2014, the closing price of the CBS Class B common stock on the NYSE was \$61.85.
- Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
- 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.
- 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.

/s/ Joseph R. Ianniello 02/14/2014

** 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.

