SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2016		3. Issuer Name and Ticker or Trading Symbol <u>CBS CORP</u> [CBS, CBS.A]				
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify		r cify 6	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check	
		,	,	F	X Form filed b Form filed b	y One Reporting Person y More than One erson
able I - Nor			-			
					4. Nature of Indirect Beneficial Ownership Instr. 5)	
	764 I			B	By 401(k)	
				s)		
2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		or Exerc	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	e or Indirect	
02/23/2016	02/23/2020	CBS Class B common stock	5,097	29.44	l D	
02/12/2016 ⁽²⁾	02/12/2021	CBS Class B common stock	7,699	43.21	D	
02/19/2016 ⁽³⁾	02/19/2023	CBS Class B common stock	16,169	59.54	l D	
02/20/2016 ⁽⁴⁾	02/20/2022	CBS Class B common stock	13,987	65.91	D	
02/12/2016 ⁽⁶⁾	(6)	CBS Class B common stock	12,533	(6)	D	
02/19/2016 ⁽⁷⁾	(7)	CBS Class B common stock	5,710	(7)	D	
02/20/2016 ⁽⁸⁾	(8)	CBS Class B common stock	7,032	(8)	D	
02/23/2016	(9)	CBS Class B common stock	3,692	(9)	D	
(10)	(10)	CBS Class B common stock	3,439	(10)	I	By Excess 401(k)
	 Date of Event equiring State Month/Day/Yea Table I - Non Table II - I , puts, cal 2. Date Exercisable 02/23/2016 02/19/2016⁽²⁾ 02/19/2016⁽³⁾ 02/19/2016⁽⁶⁾ 02/19/2016⁽⁷⁾ 02/20/2016⁽⁸⁾ 02/23/2016 	is Date of Event sequiring Statement Month/Day/Year) is able 1 - Non-Derivative sequiring Statement Month/Day/Year) is able 1 - Non-Derivative sequiring Statement Month/Day/Year) is able 1 - Non-Derivative sequiring Statement Month/Day/Year) is able 1 - Non-Derivative sequiring Statement Month/Day/Year) is able 1 - Non-Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Date Exercisable Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is able 1 - Date Exercisable Statement Month/Day/Year) is able 1 - Derivative sequiring Statement Month/Day/Year) is ab	Requiring Statement Month/Day/Year) CBS CORP [CBS, CBS. 1/01/2016 4. Relationship of Reporting Perso (Check all applicable) Director 2 Officer (give title below) 2 Amount of Securities Beneficially Owned (Instr. 4) 764 Table II - Derivative Securities Beneficially Owned (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Security Underlying Derivative Securit Outerlying Derivative Securit 02/23/2016 02/23/2020 CBS Class B common stock 02/19/2016 ⁽²⁾ 02/19/2021 CBS Class B common stock 02/19/2016 ⁽³⁾ 02/19/2022 CBS Class B common stock 02/19/2016 ⁽⁶⁾ (6) CBS Class B common stock 02/19/2016 ⁽⁷⁾ (7) CBS Class B common stock 02/19/2016 ⁽⁷⁾ (7) CBS Class B common stock 02/19/2016 ⁽⁷⁾ (7) CBS Class B common stock 02/202016 ⁽⁸⁾ (8) CBS Class B common stock 02/202016 ⁽⁸⁾ (8) CBS Class B common stock 02/202016 ⁽⁸⁾ (9) CBS Class B common stock	Date of Event tequing Statement Month/Day/Year) 1/01/20163. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]4. Relationship of Reporting Person(s) to Issue (Check all applicable) Director EVP, Deputy GC and Secretaryable I - Non-Derivative Securities Beneficially Owned below)3. Ownersh Form: Director (Instr. 4)able I - Non-Derivative Securities Beneficially Owned (Instr. 4) Beneficially Owned (Instr. 4)3. Ownersh Form: Director Indirect 1 (Instr. 4)Table II - Derivative Securities Beneficially Owned (Instr. 4)3. Ownersh Form: Director or Indirect 1 (Instr. 4)2. Date Exercisable and Expiration Date (Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Securities2. Date Exercisable and Expiration Date (Month/Day/Year)3. 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Director 10% Owner Officer (give title below) 5. If Amendment, Dr (Month/Day/Year) 3. Dure of Event (Director 10% Owner Officer (give title below) 5. Ownership Form filed b Form filed b Reporting Pi 3. Director 2. Amount of Securities Beneficially Owned (Instr. 4) 5. Ownership Form Direct (D) or Indirect (D) (Instr. 5) 4. Nature of Indirect (Instr. 5) 7. Table II - Derivative Securities Beneficially Owned Gr, puts, calls, warrants, options, convertible securities Expiration Date 3. Title and Amount of Securities (Month/Day/Year) 4. Orversion or Exercise Security 5. Ownership form: Direct (D) or Indirect (Instr. 5) 2. Date Exercisable and (Month/Day/Year) 3. Title and Amount of Securities (Month/Day/Year) 4. Onversion or Indirect (D) or Indirect (D</td>	2. Date of Event Requiring Statement Month/Day/Year) 3. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A] 3. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A] 4. 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Table II - Derivative Securities Beneficially Owned Gr, puts, calls, warrants, options, convertible securities Expiration Date 3. Title and Amount of Securities (Month/Day/Year) 4. Orversion or Exercise Security 5. Ownership form: Direct (D) or Indirect (Instr. 5) 2. Date Exercisable and (Month/Day/Year) 3. Title and Amount of Securities (Month/Day/Year) 4. Onversion or Indirect (D) or Indirect (D

Explanation of Responses:

1. Right to buy under Issuer's long term incentive plan.

2. These options will vest in two equal annual installments beginning on February 12, 2016.

3. These options will vest in four equal annual installments beginning on February 19, 2016.

4. One quarter of these options are vested. The remaining options will vest in three equal annual installments beginning on February 20, 2016.

5. Granted under the Issuer's long term incentive plan.

6. These Restricted Share Units vest in two equal annual installments beginning on February 12, 2016 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

7. 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.

8. These Restricted Share Units vest in three equal annual installments beginning on February 20, 2016 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

9. These Restricted Share Units are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

10. Class B Phantom common stock units are payable in cash following the Reporting Person's 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.

Remarks:

anschell-ex24.txt

** 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 5 (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.

CBS CORPORATION

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that I, the undersigned, a director and/or officer of CBS Corporation, a Delaware corporation (the "Company"), hereby constitute and appoint Lawrence P. Tu, Matthew D. Morgeson and Kimberly D. Pittman, and each of them, my true and lawful attorneys-in-fact and agents, with full power to act, together or each without the other, for me and in my name, place and stead, in any and all capacities, to execute and file for and on behalf of the undersigned (i) any reports on Forms 3, 4 and 5 (including any amendments thereto and any successors to such Forms) with respect to ownership of securities of the Company, that the undersigned may be required to file with the U.S. Securities and Exchange Commission in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) any other

the Securities Exchange Act of 1934 and the rules thereunder and (11) any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to file such reports electronically. The undersigned acknowledges that the foregoing attorney-in-fact, in

serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The Company will use all reasonable efforts to apprise the undersigned of applicable filing requirements for Section 16 purposes.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Power of Attorney also serves to revoke and replace as of the date hereof, any prior Power of Attorney executed by the undersigned with respect to the ownership of securities of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of December 2015.

Signature: /s/ Jonathan Anschell

Print Name: Jonathan Anschell